

990

Return of Organization Exempt From Income Tax

OMB No. 1545-

0047 2020

Open to Public Inspection

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundation): Do not enter social security numbers on this form as it may be made public.

Go to www.irs.gov/Form990 for instructions and the latest information.

Form 990 Department of the Treasury Internal Revenue Service

A For the 2020 calendar year, or tax year beginning 01-01-2020, and ending 12-31-2020

- B Check if applicable: Address change, Name change, Initial return, Final return/terminated, Amended return, Application pending

C Name of organization: NATIONAL ASSOCIATION OF CORPORATE DIRECTORS. Doing business as: 1515 N COURTHOUSE ROAD NO 1200. City or town, state or province, country, and ZIP or foreign postal code: ARLINGTON, VA 22201

D Employer identification number: 52-2314113. E Telephone number: (571) 367-3700. G Gross receipts \$ 34,943,132

F Name and address of principal officer: PETER R GLEASON, 1515 N COURTHOUSE ROAD NO 1200, ARLINGTON, VA 22201

H(a) Is this a group return for subordinates? No. H(b) Are all subordinates included? No. H(c) Group exemption number

I Tax-exempt status: 501(c)(3)

J Website: WWW.NACDONLINE.ORG

K Form of organization: Corporation

L Year of formation: 1977. M State of legal domicile: DC

Part I Summary

Table with 4 main sections: Activities & Governance, Revenue, Expenses, and Net Assets or Fund Balances. Includes rows for mission, membership, revenue, expenses, and assets.

Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete.

Sign Here: Signature of officer PETER R GLEASON, PRESIDENT & CEO. Date: 2021-09-29

Paid Preparer Use Only: Print/Type preparer's name, Preparer's signature, Date, Firm's name: GELMAN ROSENBERG & FREEDMAN, Firm's EIN: 52-1392008

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response or note to any line in this Part III

1 Briefly describe the organization's mission:

THE NACD MISSION IS TO BE THE INDEPENDENT AND TRUSTED VOICE FOR THE AMERICAN BOARDROOM, BUILDING A COMMUNITY OF SUCCESSFUL DIRECTORS AND HIGH-PERFORMING BOARDS. WE ARE THE LEADING MEMBER ORGANIZATION FOR CORPORATE DIRECTORS WHO WANT TO EXPAND (CONTINUED ON SCHEDULE O) THEIR KNOWLEDGE, GROW THEIR NETWORK, AND MAXIMIZE THEIR POTENTIAL THROUGH EDUCATION, RESEARCH, AND FORUMS.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? Yes No

If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? Yes No

If "Yes," describe these changes on Schedule O.

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code:) (Expenses \$ **5,574,651** including grants of \$) (Revenue \$)
 MARKETING & COMMUNICATIONS - MARKETING AND COMMUNICATIONS WORKS PRIMARILY TO ENHANCE NACD'S POSITION IN THE MARKETPLACE BY CREATING AWARENESS FOR OUR MEMBERSHIP, RESEARCH, AND EDUCATIONAL PROGRAMS. THEY ALSO LEAD OUR COMMUNICATIONS EFFORTS BY COORDINATING OUR PRESS OUTREACH, AS WELL AS OUR EFFORTS AROUND SOCIAL MEDIA AND ADVERTISING.

4b (Code:) (Expenses \$ **5,005,102** including grants of \$) (Revenue \$ **4,676,947**)
 EDUCATIONAL PROGRAMS - NACD CONDUCTS LEADING-EDGE, INTERACTIVE SEMINARS AND CONFERENCES (BOTH TRADITIONAL IN-PERSON AND VIRTUAL) DESIGNED FOR BOTH DIRECTORS AND EXECUTIVE MANAGEMENT. NACD ALSO OFFERS ITS FULL CURRICULUM AS IN-HOUSE EDUCATIONAL PROGRAMS THAT CAN BE INDIVIDUALLY TAILORED TO MEET SPECIFIC NEEDS.

4c (Code:) (Expenses \$ **3,232,628** including grants of \$) (Revenue \$ **19,723,960**)
 MEMBERSHIP - PROVIDES SERVICES TO 21,560 MEMBERS & VARIOUS CUSTOMERS. MEMBERSHIP BENEFITS INCLUDE: CONTINUING DIRECTOR EDUCATION, BENCHMARKING RESEARCH IN NUMEROUS BOARD AND COMMITTEE PRACTICES, THOUGHT LEADERSHIP PUBLICATIONS, PRACTICAL HANDBOOKS FOR COMMITTEES AND BOARDS, DIRECTOR SEARCH SERVICES, NACD DIRECTORSHIP CERTIFICATION, AND OTHER RESOURCES.

(Code:) (Expenses \$ **3,087,306** including grants of \$) (Revenue \$ **3,135,087**)
 RESEARCH AND PUBLICATIONS - PROVIDES EDUCATIONAL PUBLICATIONS DESIGNED TO ELEVATE INDIVIDUAL AND BOARD PERFORMANCE. THESE PUBLICATIONS INCLUDE THE NACD DIRECTORSHIP MAGAZINE AND OUR DAILY PUBLICATION, DIRECTORS DAILY.

(Code:) (Expenses \$ **2,725,885** including grants of \$) (Revenue \$)
 CHAPTERS

(Code:) (Expenses \$ **1,728,408** including grants of \$) (Revenue \$ **1,134,333**)
 BOARD ADVISORY SERVICES - PROVIDES EDUCATIONAL PROGRAMS FOR COMPANIES THAT ARE CUSTOMIZED AROUND THE BOARD'S NEEDS AS THEY RELATE TO CORPORATE GOVERNANCE ISSUES.

(Code:) (Expenses \$ **113,458** including grants of \$) (Revenue \$)
 CERTIFICATION

4d Other program services (Describe in Schedule O.)
 (Expenses \$ **7,655,057** including grants of \$) (Revenue \$ **4,269,420**)

4e Total program service expenses **21,467,438**

Part IV Checklist of Required Schedules

Table with 3 columns: Question number, Question text, and Yes/No response columns. Rows include questions 1 through 21 regarding organizational requirements and schedules.

Part IV Checklist of Required Schedules (continued)

		Yes	No
22	Did the organization report more than \$5,000 of grants or other assistance to or for domestic individuals on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>		No
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	Yes	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a</i>		No
24b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
24c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
24d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25a	Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>		No
25b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>		No
26	Did the organization report any amount on Part X, line 5 or 22 for receivables from or payables to any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons?		No
27	Did the organization provide a grant or other assistance to any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or employee thereof, a grant selection committee member, or to a 35% controlled entity (including an employee thereof) or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i>		No
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
28a	A current or former officer, director, trustee, key employee, creator or founder, or substantial contributor? <i>If "Yes," complete Schedule L, Part IV</i>		No
28b	A family member of any individual described in line 28a? <i>If "Yes," complete Schedule L, Part IV</i>		No
28c	A 35% controlled entity of one or more individuals and/or organizations described in lines 28a or 28b? <i>If "Yes," complete Schedule L, Part IV</i>		No
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>		No
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions?		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>		No
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3?		No
34	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i>	Yes	
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	Yes	
35b	If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>	Yes	
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>		No
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>		No
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note. All Form 990 filers are required to complete Schedule O.	Yes	

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response or note to any line in this Part V

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable		
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable		
1c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	Yes	

Part V Statements Regarding Other IRS Filings and Tax Compliance (continued)

Main form area containing questions 2a through 16, with various sub-questions and input fields for 'Yes', 'No', and numerical values.

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to lines 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions. Check if Schedule O contains a response or note to any line in this Part VI

Section A. Governing Body and Management

Table with 3 main columns: Question, Yes, No. Rows include: 1a Enter the number of voting members... 1b Enter the number of voting members... 2 Did any officer, director, trustee... 3 Did the organization delegate control... 4 Did the organization make any significant changes... 5 Did the organization become aware... 6 Did the organization have members... 7a Did the organization have members... 7b Are any governance decisions... 8 Did the organization contemporaneously document... 8a The governing body... 8b Each committee... 9 Is there any officer, director, trustee...

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

Table with 3 main columns: Question, Yes, No. Rows include: 10a Did the organization have local chapters... 10b If "Yes," did the organization have written policies... 11a Has the organization provided a complete copy... 11b Describe in Schedule O the process... 12a Did the organization have a written conflict... 12b Were officers, directors, or trustees... 12c Did the organization regularly and consistently... 13 Did the organization have a written whistleblower... 14 Did the organization have a written document... 15 Did the process for determining compensation... 15a The organization's CEO... 15b Other officers or key employees... 16a Did the organization invest in, contribute... 16b If "Yes," did the organization follow a written...

Section C. Disclosure

Table with 2 main columns: Question, Answer. Rows include: 17 List the states with which a copy of this Form 990 is required to be filed. 18 Section 6104 requires an organization to make its Form 1023... 19 Describe in Schedule O whether (and if so, how) the organization made its governing documents... 20 State the name, address, and telephone number of the person who possesses the organization's books and records.

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Check if Schedule O contains a response or note to any line in this Part VII

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.

- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."

- List the organization's five **current** highest compensated employees (other than an officer, director, trustee or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.

- List all of the organization's **former** officers, key employees, or highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.

- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

See instructions for the order in which to list the persons above.

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
(1) PETER R GLEASON CHIEF EXECUTIVE OFFICER	54.00 1.00	X		X				1,152,085	0	57,926
(2) DONA YOUNG BOARD MEMBER (SEE SCHEDULE O)	1.00 0.00	X						60,000	0	0
(3) CARI M DOMINGUEZ BOARD MEMBER (SEE SCHEDULE O)	1.00 0.00	X						3,500	0	0
(4) RAYMOND GILMARTIN BOARD MEMBER (SEE SCHEDULE O)	1.00 0.00	X						3,000	0	0
(5) WILLIAM MCCRACKEN CHAIR	1.00 0.00	X		X				0	0	0
(6) SUE COLE BOARD MEMBER	1.00 0.00	X						0	0	0
(7) NICHOLAS DONOFRIO BOARD MEMBER	1.00 0.00	X						0	0	0
(8) KAREN N HORN BOARD MEMBER	1.00 0.00	X						0	0	0
(9) LIANE PELLETIER BOARD MEMBER (UNTIL 4/2020)	1.00 0.00	X						0	0	0
(10) BRENDA GAINES BOARD MEMBER	1.00 2.00	X						0	0	0
(11) DANIEL GALLAGHER BOARD MEMBER	1.00 0.00	X						0	0	0
(12) STEVEN R WALKER GC/SEC/MNG DIR BD SVC (UNTIL 4/2020)	54.00 1.00			X				483,188	0	9,396
(13) ALEX S OBUCHOWSKI CHIEF FINANCIAL OFFICER	54.00 1.00			X				265,110	0	34,576
(14) ERIN ESSENMACHER PRES & CHIEF STRAT OFF (UNTIL 5/2020)	54.00 1.00				X			976,150	0	18,573
(15) KATHERINE B DAVIS CHIEF OPERATING OFF (UNTIL 2/2020)	55.00 0.00				X			646,568	0	5,278
(16) STEPHANIE MULLETTE SR. VP, MEMBERSHIP (FROM 5/2020)	55.00 0.00				X			318,530	0	37,252
(17) KIMBERLY A SIMPSON COO, GC, CORP. SEC. (FROM 4/2020)	54.00 1.00				X			288,821	0	29,860

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
(18) FRISO VAN DER OORD SR. VP, CONTENT (FROM 5/2020)	55.00 0.00				X			282,320	0	20,948
(19) DENNIS FUZE CHIEF TECHNOLOGY OFFICER	55.00 0.00				X			255,887	0	38,898
(20) CHRISTOPHER Y CLARK SR. DIR., PARTNER RELATIONS & PUB.	50.00 0.00					X		325,023	0	40,084
(21) SUSAN PALEY VP, CHAPTER NETWORK (FROM 5/2020)	50.00 0.00					X		252,149	0	17,358
(22) DONNA VAUGHT VP, CONTENT EXPERIENCE	50.00 0.00					X		227,946	0	36,870
(23) JULIE E MOUNT SR. REGIONAL DIRECTOR	50.00 0.00					X		207,853	0	30,681
(24) KRISTEN M CONLEY DIRECTOR, MARKETING (UNTIL 5/2020)	50.00 0.00					X		209,103	0	21,470
(25) MICHELE J HOOPER FORMER BOARD MEMBER (SEE SCH. O)	1.00 0.00						X	21,167	0	0
1b Sub-Total								5,978,400	0	399,170
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)								5,978,400	0	399,170

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **▶ 4 5**

	Yes	No
3 Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>	3 Yes	
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If "Yes," complete Schedule J for such individual</i>	4 Yes	
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i>	5	No

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation
COHEN & GRESSER LLP 2001 PENNSYLVANIA AVE STE 300 WASHINGTON, DC 20006	LEGAL & BOARD SUPPORT SERVICES	3,213,455
AI MEDIA GROUP LLC 1359 BROADWAY 5TH FL NEW YORK, NY 10018	SOCIAL MEDIA ADVERTISING	462,333
NIMBLEUSER 9620 EXECUTIVE CENTER DR N 200 ST PETERSBURG, FL 33702	CRM PLATFORM	410,372
MG CAPITAL HOLDING INC 2596 W BARBERRY PLACE DENVER, CO 80204	BRAND CONSULTING SERVICES	294,123
DOMO INC 772 E UTAH VALLEY DRIVE AMERICAN FORK, UT 84003	CLOUD SOFTWARE & DATA SOLUTIONS	291,902

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization **▶ 2 0**

Part VIII Statement of Revenue

Check if Schedule O contains a response or note to any line in this Part VIII

Main table with columns (A) Total revenue, (B) Related or exempt function revenue, (C) Unrelated business revenue, (D) Revenue excluded from tax under sections 512 - 514. Rows include Contributions, Grants, and Other Similar Amounts; Program Service Revenue; and Other Revenue.

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).
 Check if Schedule O contains a response or note to any line in this Part IX

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to domestic organizations and domestic governments. See Part IV, line 21				
2 Grants and other assistance to domestic individuals. See Part IV, line 22				
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16.				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	4,989,262	3,642,489	1,346,773	
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	9,359,932	6,833,365	2,526,567	
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	705,396	505,572	199,824	
9 Other employee benefits	1,020,027	732,085	287,942	
10 Payroll taxes	722,226	519,229	202,997	
11 Fees for services (non-employees):				
a Management				
b Legal	3,241,794	1,030,748	2,211,046	
c Accounting	60,321	19,179	41,142	
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees	71,411		71,411	
g Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O)	1,749,080	556,131	1,192,949	
12 Advertising and promotion	261,508	261,508		
13 Office expenses	1,606,984	1,066,759	540,225	
14 Information technology	1,625,773	1,264,876	360,897	
15 Royalties	467	171	296	
16 Occupancy	1,677,648	1,247,006	430,642	
17 Travel	228,510	169,994	58,516	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	1,685,715	1,671,900	13,815	
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	761,464	558,007	203,457	
23 Insurance	96,152		96,152	
24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a CHAPTER DUES&INCENTIVES	746,237	740,345	5,892	
b PROF. TRAINING & DEV.	209,292	150,466	58,826	
c OTHER TAXES	201,317	73,617	127,700	
d TEMP. HELP & INTERNS	194,448	139,794	54,654	
e All other expenses	603,107	284,197	318,910	
25 Total functional expenses. Add lines 1 through 24e	31,818,071	21,467,438	10,350,633	0
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720).				

Part X Balance Sheet

Check if Schedule O contains a response or note to any line in this Part IX

Table with columns (A) Beginning of year, (B) End of year. Rows include Assets (1-16) and Liabilities (17-26). Total assets: 42,370,606; Total liabilities: 22,882,546. Net assets or fund balances: 19,488,060.

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response or note to any line in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	29,674,430
2	Total expenses (must equal Part IX, column (A), line 25)	2	31,818,071
3	Revenue less expenses. Subtract line 2 from line 1	3	-2,143,641
4	Net assets or fund balances at beginning of year (must equal Part X, line 32, column (A))	4	19,488,060
5	Net unrealized gains (losses) on investments	5	1,054,155
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	0
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 32, column (A))	10	18,398,574

Part XII Financial Statements and Reporting

Check if Schedule O contains a response or note to any line in this Part XII

		Yes	No
1	Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant? If 'Yes,' check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		No
b	Were the organization's financial statements audited by an independent accountant? If 'Yes,' check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	Yes	
c	If "Yes," to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.	Yes	
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		No
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits.		

Additional Data

Return to Form

Software ID:

Software Version:

Form 990, Special Condition Description:

Special Condition Description

SCHEDULE A
(Form 990 or 990-EZ)

Public Charity Status and Public Support

OMB No. 1545-0047

2020

Open to Public Inspection

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.
▶ Attach to Form 990 or Form 990-EZ.

▶ Go to www.irs.gov/Form990 for instructions and the latest information.

Department of the Treasury

Internal Revenue Service
Name of the organization

NATIONAL ASSOCIATION OF CORPORATE DIRECTORS

Employer identification number

52-2314113

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 12, check only one box.)

- 1 A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**
- 2 A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E (Form 990 or 990-EZ).)
- 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**
- 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state:
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II.)
- 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II.)
- 8 A community trust described in **section 170(b)(1)(A)(vi).** (Complete Part II.)
- 9 An agricultural research organization described in **170(b)(1)(A)(ix)** operated in conjunction with a land-grant college or university or a non-land grant college of agriculture. See instructions. Enter the name, city, and state of the college or university:
- 10 An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2).** (Complete Part III.)
- 11 An organization organized and operated exclusively to test for public safety. See **section 509(a)(4).**
- 12 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in **section 509(a)(1)** or **section 509(a)(2).** See **section 509(a)(3).** Check the box in lines 12a through 12d that describes the type of supporting organization and complete lines 12e, 12f, and 12g.
 - a **Type I.** A supporting organization operated, supervised, or controlled by its supported organization(s), typically by giving the supported organization(s) the power to regularly appoint or elect a majority of the directors or trustees of the supporting organization. **You must complete Part IV, Sections A and B.**
 - b **Type II.** A supporting organization supervised or controlled in connection with its supported organization(s), by having control or management of the supporting organization vested in the same persons that control or manage the supported organization(s). **You must complete Part IV, Sections A and C.**
 - c **Type III functionally integrated.** A supporting organization operated in connection with, and functionally integrated with, its supported organization(s) (see instructions). **You must complete Part IV, Sections A, D, and E.**
 - d **Type III non-functionally integrated.** A supporting organization operated in connection with its supported organization(s) that is not functionally integrated. The organization generally must satisfy a distribution requirement and an attentiveness requirement (see instructions). **You must complete Part IV, Sections A and D, and Part V.**
 - e Check this box if the organization received a written determination from the IRS that it is a Type I, Type II, Type III functionally integrated, or Type III non-functionally integrated supporting organization.
 - f Enter the number of supported organizations _____
 - g Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1- 10 above (see instructions))	(iv) Is the organization listed in your governing document?		(v) Amount of monetary support (see instructions)	(vi) Amount of other support (see instructions)
			Yes	No		
Total						

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)
(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization failed to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Table with 7 columns: (a) 2016, (b) 2017, (c) 2018, (d) 2019, (e) 2020, (f) Total. Rows include: 1 Gifts, grants, contributions, and membership fees received; 2 Tax revenues levied for the organization's benefit; 3 The value of services or facilities furnished; 4 Total; 5 The portion of total contributions by each person; 6 Public support.

Section B. Total Support

Table with 7 columns: (a) 2016, (b) 2017, (c) 2018, (d) 2019, (e) 2020, (f) Total. Rows include: 7 Amounts from line 4; 8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources; 9 Net income from unrelated business activities; 10 Other income; 11 Total support; 12 Gross receipts from related activities; 13 First 5 years.

Section C. Computation of Public Support Percentage

Table with 2 columns: Line number, Description. Rows include: 14 Public support percentage for 2020; 15 Public support percentage for 2019; 16a 33 1/3% support test-2020; b 33 1/3% support test-2019; 17a 10%-facts-and-circumstances test-2020; b 10%-facts-and-circumstances test-2019; 18 Private foundation.

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 10 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2016	(b) 2017	(c) 2018	(d) 2019	(e) 2020	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") .						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose	26,618,079	29,915,002	32,310,943	35,564,014	27,590,907	151,998,945
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5	26,618,079	29,915,002	32,310,943	35,564,014	27,590,907	151,998,945
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						0
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year.	1,072,832	830,592	857,829	941,592	1,118,776	4,821,621
c Add lines 7a and 7b. .	1,072,832	830,592	857,829	941,592	1,118,776	4,821,621
8 Public support. (Subtract line 7c from line 6.)						147,177,324

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2016	(b) 2017	(c) 2018	(d) 2019	(e) 2020	(f) Total
9 Amounts from line 6. . .	26,618,079	29,915,002	32,310,943	35,564,014	27,590,907	151,998,945
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	359,401	486,323	728,467	842,188	649,519	3,065,898
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975.						
c Add lines 10a and 10b.	359,401	486,323	728,467	842,188	649,519	3,065,898
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on.	130,546	207,030	427,057	31,195	387,532	1,183,360
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)	3,688	12,006	670	8,000	2,619	26,983
13 Total support. (Add lines 9, 10c, 11, and 12.)	27,111,714	30,620,361	33,467,137	36,445,397	28,630,577	156,275,186
14 First 5 years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here. <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2020 (line 8, column (f) divided by line 13, column (f))	15	94.180 %
16 Public support percentage from 2019 Schedule A, Part III, line 15	16	

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2020 (line 10c, column (f) divided by line 13, column (f))	17	1.960 %
18 Investment income percentage from 2019 Schedule A, Part III, line 17	18	

19a 33 1/3% support tests—2020. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization

b 33 1/3% support tests—2019. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3% and line 18 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions

Part IV Supporting Organizations

(Complete only if you checked a box on line 12 of Part I. If you checked box 12a, of Part I, complete Sections A and B. If you checked box 12b, of Part I, complete Sections A and C. If you checked box 12c, of Part I, complete Sections A, D, and E. If you checked box 12d, of Part I, complete Sections A and D, and complete Part V.)

Section A. All Supporting Organizations

		Yes	No
1	Are all of the organization's supported organizations listed by name in the organization's governing documents? If "No," describe in Part VI how the supported organizations are designated. If designated by class or purpose, describe the designation. If historic and continuing relationship, explain.		
2	Did the organization have any supported organization that does not have an IRS determination of status under section 509(a)(1) or (2)? If "Yes," explain in Part VI how the organization determined that the supported organization was described in section 509(a)(1) or (2).		
3a	Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? If "Yes," answer lines 3b and 3c below.		
b	Did the organization confirm that each supported organization qualified under section 501(c)(4), (5), or (6) and satisfied the public support tests under section 509(a)(2)? If "Yes," describe in Part VI when and how the organization made the determination.		
c	Did the organization ensure that all support to such organizations was used exclusively for section 170(c)(2)(B) purposes? If "Yes," explain in Part VI what controls the organization put in place to ensure such use.		
4a	Was any supported organization not organized in the United States ("foreign supported organization")? If "Yes" and if you checked box 12a or 12b in Part I, answer lines 4b and 4c below.		
b	Did the organization have ultimate control and discretion in deciding whether to make grants to the foreign supported organization? If "Yes," describe in Part VI how the organization had such control and discretion despite being controlled or supervised by or in connection with its supported organizations.		
c	Did the organization support any foreign supported organization that does not have an IRS determination under sections 501(c)(3) and 509(a)(1) or (2)? If "Yes," explain in Part VI what controls the organization used to ensure that all support to the foreign supported organization was used exclusively for section 170(c)(2)(B) purposes.		
5a	Did the organization add, substitute, or remove any supported organizations during the tax year? If "Yes," answer lines 5b and 5c below (if applicable). Also, provide detail in Part VI , including (i) the names and EIN numbers of the supported organizations added, substituted, or removed; (ii) the reasons for each such action; (iii) the authority under the organization's organizing document authorizing such action; and (iv) how the action was accomplished (such as by amendment to the organizing document).		
b	Type I or Type II only. Was any added or substituted supported organization part of a class already designated in the organization's organizing document?		
c	Substitutions only. Was the substitution the result of an event beyond the organization's control?		
6	Did the organization provide support (whether in the form of grants or the provision of services or facilities) to anyone other than (i) its supported organizations, (ii) individuals that are part of the charitable class benefited by one or more of its supported organizations, or (iii) other supporting organizations that also support or benefit one or more of the filing organization's supported organizations? If "Yes," provide detail in Part VI .		
7	Did the organization provide a grant, loan, compensation, or other similar payment to a substantial contributor (defined in section 4958(c)(3)(C)), a family member of a substantial contributor, or a 35% controlled entity with regard to a substantial contributor? If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ).		
8	Did the organization make a loan to a disqualified person (as defined in section 4958) not described in line 7? If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ).		
9a	Was the organization controlled directly or indirectly at any time during the tax year by one or more disqualified persons, as defined in section 4946 (other than foundation managers and organizations described in section 509(a)(1) or (2))? If "Yes," provide detail in Part VI .		
b	Did one or more disqualified persons (as defined in line 9a) hold a controlling interest in any entity in which the supporting organization had an interest? If "Yes," provide detail in Part VI .		
c	Did a disqualified person (as defined in line 9a) have an ownership interest in, or derive any personal benefit from, assets in which the supporting organization also had an interest? If "Yes," provide detail in Part VI .		
10a	Was the organization subject to the excess business holdings rules of section 4943 because of section 4943(f) (regarding certain Type II supporting organizations, and all Type III non-functionally integrated supporting organizations)? If "Yes," answer line 10b below.		
b	Did the organization have any excess business holdings in the tax year? (Use Schedule C, Form 4720, to determine whether the organization had excess business holdings).		

Part IV Supporting Organizations (continued)

- 11** Has the organization accepted a gift or contribution from any of the following persons?
 - a** A person who directly or indirectly controls, either alone or together with persons described in lines 11b and 11c below, the governing body of a supported organization?
 - b** A family member of a person described in 11a above?
 - c** A 35% controlled entity of a person described in line 11a or 11b above? *If "Yes" to 11a, 11b, or 11c, provide detail in Part VI.*

	Yes	No
11a		
11b		
11c		

Section B. Type I Supporting Organizations

- 1** Did the officers, directors, trustees, or membership of one or more supported organizations have the power to regularly appoint or elect at least a majority of the organization's directors or trustees at all times during the tax year? *If "No," describe in Part VI how the supported organization(s) effectively operated, supervised, or controlled the organization's activities. If the organization had more than one supported organization, describe how the powers to appoint and/or remove directors or trustees were allocated among the supported organizations and what conditions or restrictions, if any, applied to such powers during the tax year.*
- 2** Did the organization operate for the benefit of any supported organization other than the supported organization(s) that operated, supervised, or controlled the supporting organization? *If "Yes," explain in Part VI how providing such benefit carried out the purposes of the supported organization(s) that operated, supervised or controlled the supporting organization.*

	Yes	No
1		
2		

Section C. Type II Supporting Organizations

- 1** Were a majority of the organization's directors or trustees during the tax year also a majority of the directors or trustees of each of the organization's supported organization(s)? *If "No," describe in Part VI how control or management of the supporting organization was vested in the same persons that controlled or managed the supported organization(s).*

	Yes	No
1		

Section D. All Type III Supporting Organizations

- 1** Did the organization provide to each of its supported organizations, by the last day of the fifth month of the organization's tax year, (i) a written notice describing the type and amount of support provided during the prior tax year, (ii) a copy of the Form 990 that was most recently filed as of the date of notification, and (iii) copies of the organization's governing documents in effect on the date of notification, to the extent not previously provided?
- 2** Were any of the organization's officers, directors, or trustees either (i) appointed or elected by the supported organization(s) or (ii) serving on the governing body of a supported organization? *If "No," explain in Part VI how the organization maintained a close and continuous working relationship with the supported organization(s).*
- 3** By reason of the relationship described in line 2 above, did the organization's supported organizations have a significant voice in the organization's investment policies and in directing the use of the organization's income or assets at all times during the tax year? *If "Yes," describe in Part VI the role the organization's supported organizations played in this regard.*

	Yes	No
1		
2		
3		

Section E. Type III Functionally-Integrated Supporting Organizations

1 Check the box next to the method that the organization used to satisfy the Integral Part Test during the year (see instructions):

- a** The organization satisfied the Activities Test. Complete **line 2** below.
- b** The organization is the parent of each of its supported organizations. Complete **line 3** below.
- c** The organization supported a governmental entity. Describe in **Part VI** how you supported a government entity (see instructions)

2 Activities Test. **Answer lines 2a and 2b below.**

- a** Did substantially all of the organization's activities during the tax year directly further the exempt purposes of the supported organization(s) to which the organization was responsive? *If "Yes," then in Part VI identify those supported organizations and explain how these activities directly furthered their exempt purposes, how the organization was responsive to those supported organizations, and how the organization determined that these activities constituted substantially all of its activities.*
- b** Did the activities described in line 2a constitute activities that, but for the organization's involvement, one or more of the organization's supported organization(s) would have been engaged in? *If "Yes," explain in Part VI the reasons for the organization's position that its supported organization(s) would have engaged in these activities but for the organization's involvement.*

	Yes	No
2a		
2b		
3a		
3b		

3 Parent of Supported Organizations. **Answer lines 3a and 3b below.**

- a** Did the organization have the power to regularly appoint or elect a majority of the officers, directors, or trustees of each of the supported organizations? *If "Yes" or "No" provide details in Part VI.*
- b** Did the organization exercise a substantial degree of direction over the policies, programs and activities of each of its supported organizations? *If "Yes," describe in Part VI. the role played by the organization in this regard.*

Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations

- 1** Check here if the organization satisfied the Integral Part Test as a qualifying trust on Nov. 20, 1970 (explain in **Part VI**). See instructions. All other Type III non-functionally integrated supporting organizations must complete Sections A through E.

Section A - Adjusted Net Income

(A) Prior Year

(B) Current Year
(optional)

1 Net short-term capital gain	1		
2 Recoveries of prior-year distributions	2		
3 Other gross income (see instructions)	3		
4 Add lines 1 through 3	4		
5 Depreciation and depletion	5		
6 Portion of operating expenses paid or incurred for production or collection of gross income or for management, conservation, or maintenance of property held for production of income (see instructions)	6		
7 Other expenses (see instructions)	7		
8 Adjusted Net Income (subtract lines 5, 6 and 7 from line 4)	8		

Section B - Minimum Asset Amount

(A) Prior Year

(B) Current Year
(optional)

1 Aggregate fair market value of all non-exempt-use assets (see instructions for short tax year or assets held for part of year):	1		
a Average monthly value of securities	1a		
b Average monthly cash balances	1b		
c Fair market value of other non-exempt-use assets	1c		
d Total (add lines 1a, 1b, and 1c)	1d		
e Discount claimed for blockage or other factors (explain in detail in Part VI):			
2 Acquisition indebtedness applicable to non-exempt use assets	2		
3 Subtract line 2 from line 1d	3		
4 Cash deemed held for exempt use. Enter 0.015 of line 3 (for greater amount, see instructions).	4		
5 Net value of non-exempt-use assets (subtract line 4 from line 3)	5		
6 Multiply line 5 by 0.035	6		
7 Recoveries of prior-year distributions	7		
8 Minimum Asset Amount (add line 7 to line 6)	8		

Section C - Distributable Amount

Current Year

1 Adjusted net income for prior year (from Section A, line 8, Column A)	1		
2 Enter 85% of line 1	2		
3 Minimum asset amount for prior year (from Section B, line 8, Column A)	3		
4 Enter greater of line 2 or line 3	4		
5 Income tax imposed in prior year	5		
6 Distributable Amount. Subtract line 5 from line 4, unless subject to emergency temporary reduction (see instructions)	6		

- 7** Check here if the current year is the organization's first as a non-functionally-integrated Type III supporting organization (see instructions)

Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations

(continued)

Section D - Distributions		Current Year
1 Amounts paid to supported organizations to accomplish exempt purposes	1	
2 Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity	2	
3 Administrative expenses paid to accomplish exempt purposes of supported organizations	3	
4 Amounts paid to acquire exempt-use assets	4	
5 Qualified set-aside amounts (prior IRS approval required - provide details in Part VI)	5	
6 Other distributions (describe in Part VI). See instructions	6	
7 Total annual distributions. Add lines 1 through 6.	7	
8 Distributions to attentive supported organizations to which the organization is responsive (provide details in Part VI). See instructions	8	
9 Distributable amount for 2020 from Section C, line 6	9	
10 Line 8 amount divided by Line 9 amount	10	

Section E - Distribution Allocations (see instructions)	(i) Excess Distributions	(ii) Underdistributions Pre-2020	(iii) Distributable Amount for 2020
1 Distributable amount for 2020 from Section C, line 6			
2 Underdistributions, if any, for years prior to 2020 (reasonable cause required-- explain in Part VI). See instructions.			
3 Excess distributions carryover, if any, to 2020:			
a From 2015.			
b From 2016.			
c From 2017.			
d From 2018.			
e From 2019.			
f Total of lines 3a through e			
g Applied to underdistributions of prior years			
h Applied to 2020 distributable amount			
i Carryover from 2015 not applied (see instructions)			
j Remainder. Subtract lines 3g, 3h, and 3i from line 3f.			
4 Distributions for 2020 from Section D, line 7: \$			
a Applied to underdistributions of prior years			
b Applied to 2020 distributable amount			
c Remainder. Subtract lines 4a and 4b from line 4.			
5 Remaining underdistributions for years prior to 2020, if any. Subtract lines 3g and 4a from line 2. If the amount is greater than zero, explain in Part VI . See instructions.			
6 Remaining underdistributions for 2020. Subtract lines 3h and 4b from line 1. If the amount is greater than zero, explain in Part VI . See instructions.			
7 Excess distributions carryover to 2021. Add lines 3j and 4c.			
8 Breakdown of line 7:			
a Excess from 2016.			
b Excess from 2017.			
c Excess from 2018.			
d Excess from 2019.			
e Excess from 2020.			

Part VI Supplemental Information. Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; Part III, line 12; Part IV, Section A, lines 1, 2, 3b, 3c, 4b, 4c, 5a, 6, 9a, 9b, 9c, 11a, 11b, and 11c; Part IV, Section B, lines 1 and 2; Part IV, Section C, line 1; Part IV, Section D, lines 2 and 3; Part IV, Section E, lines 1c, 2a, 2b, 3a and 3b; Part V, line 1; Part V, Section B, line 1e; Part V Section D, lines 5, 6, and 8; and Part V, Section E, lines 2, 5, and 6. Also complete this part for any additional information. (See instructions).

Facts And Circumstances Test

Return Reference	Explanation

Additional Data

Return to Form

Software ID:

Software Version:

Supplemental Financial Statements

2020

Open to Public Inspection

▶ **Complete if the organization answered "Yes," on Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.**
▶ **Attach to Form 990.**

▶ **Go to www.irs.gov/Form990 for instructions and the latest information.**

Department of the Treasury
Internal Revenue Service

Name of the organization
NATIONAL ASSOCIATION OF CORPORATE DIRECTORS

Employer identification number
52-2314113

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts.

Complete if the organization answered "Yes" on Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate value of contributions to (during year)		
3 Aggregate value of grants from (during year)		
4 Aggregate value at end of year		

5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? **Yes** **No**

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? **Yes** **No**

Part II Conservation Easements.

Complete if the organization answered "Yes" on Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply).

Preservation of land for public use (e.g., recreation or education) Preservation of an historically important land area

Protection of natural habitat Preservation of a certified historic structure

Preservation of open space

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.

	Held at the End of the Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 7/25/06, and not on a historic structure listed in the National Register	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ _____

4 Number of states where property subject to conservation easement is located ▶ _____

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? **Yes** **No**

6 Staff and volunteer hours devoted to monitoring, inspecting, handling of violations, and enforcing conservation easements during the year
▶ _____

7 Amount of expenses incurred in monitoring, inspecting, handling of violations, and enforcing conservation easements during the year
▶ \$ _____

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? **Yes** **No**

9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" on Form 990, Part IV, line 8.

1a If the organization elected, as permitted under FASB ASC 958, not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items.

b If the organization elected, as permitted under FASB ASC 958, to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:

(i) Revenue included on Form 990, Part VIII, line 1 ▶ \$ _____

(ii) Assets included in Form 990, Part X ▶ \$ _____

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under FASB ASC 958 relating to these items:

a Revenue included on Form 990, Part VIII, line 1 ▶ \$ _____

b Assets included in Form 990, Part X ▶ \$ _____

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

- 3** Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):
- a** Public exhibition
 - b** Scholarly research
 - c** Preservation for future generations
 - d** Loan or exchange programs
 - e** Other
- 4** Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII.
- 5** During the year, did the organization solicit or receive donations of art, historical treasures or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? . . . **Yes** **No**

Part IV Escrow and Custodial Arrangements.

Complete if the organization answered "Yes" on Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

- 1a** Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? **Yes** **No**
- b** If "Yes," explain the arrangement in Part XIII and complete the following table:
- | | Amount |
|--|-----------|
| c Beginning balance | 1c |
| d Additions during the year | 1d |
| e Distributions during the year | 1e |
| f Ending balance | 1f |
- 2a** Did the organization include an amount on Form 990, Part X, line 21, for escrow or custodial account liability? **Yes** **No**
- b** If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII

Part V Endowment Funds.

Complete if the organization answered "Yes" on Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

- 2** Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:
- a** Board designated or quasi-endowment ▶
 - b** Permanent endowment ▶
 - c** Term endowment ▶
- The percentages on lines 2a, 2b, and 2c should equal 100%.
- 3a** Are there endowment funds not in the possession of the organization that are held and administered for the organization by:
- | | Yes | No |
|--|---------------|----|
| (i) Unrelated organizations | 3a(i) | |
| (ii) Related organizations | 3a(ii) | |
| b If "Yes" on 3a(ii), are the related organizations listed as required on Schedule R? | 3b | |
- 4** Describe in Part XIII the intended uses of the organization's endowment funds.

Part VI Land, Buildings, and Equipment.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements		4,564,606	1,256,138	3,308,468
d Equipment		1,134,906	880,173	254,733
e Other		1,164,260	868,145	296,115
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).) . . . ▶				3,859,316

Part VII Investments—Other Securities.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11b. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other _____		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 12.)		

Part VIII Investments—Program Related.

Complete if the organization answered 'Yes' on Form 990, Part IV, line 11c. See Form 990, Part X, line 13.

(a) Description of investment	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total. (Column (b) must equal Form 990, Part X, col.(B) line 13.)		

Part IX Other Assets.

Complete if the organization answered 'Yes' on Form 990, Part IV, line 11d. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. (Column (b) must equal Form 990, Part X, col.(B) line 15.)	

Part X Other Liabilities.

Complete if the organization answered 'Yes' on Form 990, Part IV, line 11e or 11f. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col.(B) line 25.)	4,635,656

2. Liability for uncertain tax positions. In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return.

Complete if the organization answered 'Yes' on Form 990, Part IV, line 12a.

1	Total revenue, gains, and other support per audited financial statements		1	30,657,174
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:			
a	Net unrealized gains (losses) on investments	2a	1,054,155	
b	Donated services and use of facilities	2b		
c	Recoveries of prior year grants	2c		
d	Other (Describe in Part XIII.)	2d		
e	Add lines 2a through 2d		2e	1,054,155
3	Subtract line 2e from line 1		3	29,603,019
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1 :			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	71,411	
b	Other (Describe in Part XIII.)	4b		
c	Add lines 4a and 4b		4c	71,411
5	Total revenue. Add lines 3 and 4c . (This must equal Form 990, Part I, line 12.)		5	29,674,430

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return.

Complete if the organization answered 'Yes' on Form 990, Part IV, line 12a.

1	Total expenses and losses per audited financial statements		1	31,746,660
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:			
a	Donated services and use of facilities	2a		
b	Prior year adjustments	2b		
c	Other losses	2c		
d	Other (Describe in Part XIII.)	2d		
e	Add lines 2a through 2d		2e	0
3	Subtract line 2e from line 1		3	31,746,660
4	Amounts included on Form 990, Part IX, line 25, but not on line 1 :			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	71,411	
b	Other (Describe in Part XIII.)	4b		
c	Add lines 4a and 4b		4c	71,411
5	Total expenses. Add lines 3 and 4c . (This must equal Form 990, Part I, line 18.)		5	31,818,071

Part XIII Supplemental Information

Provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, lines 2d and 4b; and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

Return Reference	Explanation
PART X, LINE 2:	FOR THE YEAR ENDED DECEMBER 31, 2020, NACD AND AFFILIATE(S) HAVE DOCUMENTED ITS CONSIDERATION OF FASB ASC 740-10, INCOME TAXES, THAT PROVIDES GUIDANCE FOR REPORTING UNCERTAINTY IN INCOME TAXES AND HAS DETERMINED THAT NO MATERIAL UNCERTAIN TAX POSITIONS QUALIFY FOR EITHER RECOGNITION OR DISCLOSURE IN THE CONSOLIDATED FINANCIAL STATEMENTS.

Additional Data

[**Return to Form**](#)

Software ID:

Software Version:

Schedule J
(Form 990)

Compensation Information

OMB No. 1545-0047

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

- ▶ **Complete if the organization answered "Yes" on Form 990, Part IV, line 23.**
- ▶ **Attach to Form 990.**
- ▶ **Go to www.irs.gov/Form990 for instructions and the latest information.**

2020

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Name of the organization
NATIONAL ASSOCIATION OF CORPORATE
DIRECTORS

Employer identification number

52-2314113

Part I Questions Regarding Compensation

1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed on Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.

- | | |
|---|---|
| <input checked="" type="checkbox"/> First-class or charter travel | <input type="checkbox"/> Housing allowance or residence for personal use |
| <input type="checkbox"/> Travel for companions | <input type="checkbox"/> Payments for business use of personal residence |
| <input type="checkbox"/> Tax idemnification and gross-up payments | <input checked="" type="checkbox"/> Health or social club dues or initiation fees |
| <input type="checkbox"/> Discretionary spending account | <input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef) |

b If any of the boxes on Line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain

2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, officers, including the CEO/Executive Director, regarding the items checked on Line 1a?

3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III.

- | | |
|---|---|
| <input checked="" type="checkbox"/> Compensation committee | <input type="checkbox"/> Written employment contract |
| <input type="checkbox"/> Independent compensation consultant | <input checked="" type="checkbox"/> Compensation survey or study |
| <input checked="" type="checkbox"/> Form 990 of other organizations | <input checked="" type="checkbox"/> Approval by the board or compensation committee |

4 During the year, did any person listed on Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:

- a** Receive a severance payment or change-of-control payment?
 - b** Participate in, or receive payment from, a supplemental nonqualified retirement plan?
 - c** Participate in, or receive payment from, an equity-based compensation arrangement?
- If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

Only 501(c)(3), 501(c)(4), and 501(c)(29) organizations must complete lines 5-9.

5 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:

- a** The organization?
 - b** Any related organization?
- If "Yes," on line 5a or 5b, describe in Part III.

6 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:

- a** The organization?
 - b** Any related organization?
- If "Yes," on line 6a or 6b, describe in Part III.

7 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization provide any nonfixed payments not described in lines 5 and 6? If "Yes," describe in Part III.

8 Were any amounts reported on Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III.

9 If "Yes" on line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

	Yes	No
1a		
1b	Yes	
2		
3		
4a	Yes	
4b	Yes	
4c		No
5a		No
5b		No
6a		No
6b		No
7	Yes	
8		No
9		

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported on Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that are not listed on Form 990, Part VII.

Note. The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation in column (B) reported as deferred on prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1 PETER R GLEASON CHIEF EXECUTIVE OFFICER	(i)	589,753	300,000	262,332	25,650	32,276	1,210,011	262,332
	(ii)	0	0	0	0	0	0	0
2 ERIN ESSENMACHER PRES & CHIEF STRAT OFF (UNTIL 5/2020)	(i)	558,952	190,000	227,198	11,216	7,357	994,723	227,198
	(ii)	0	0	0	0	0	0	0
3 KATHERINE B DAVIS CHIEF OPERATING OFF (UNTIL 2/2020)	(i)	301,770	117,600	227,198	2,476	2,802	651,846	227,198
	(ii)	0	0	0	0	0	0	0
4 STEVEN R WALKER GC/SEC/MNG DIR BD SVC (UNTIL 4/2020)	(i)	138,052	117,938	227,198	7,972	1,424	492,584	227,198
	(ii)	0	0	0	0	0	0	0
5 CHRISTOPHER Y CLARK SR. DIR., PARTNER RELATIONS & PUB.	(i)	195,023	130,000	0	18,007	22,077	365,107	0
	(ii)	0	0	0	0	0	0	0
6 STEPHANIE MULLETTE SR. VP, MEMBERSHIP (FROM 5/2020)	(i)	196,452	122,078	0	18,252	19,000	355,782	0
	(ii)	0	0	0	0	0	0	0
7 KIMBERLY A SIMPSON COO, GC, CORP. SEC. (FROM 4/2020)	(i)	240,821	48,000	0	18,894	10,966	318,681	0
	(ii)	0	0	0	0	0	0	0
8 FRISO VAN DER OORD SR. VP, CONTENT (FROM 5/2020)	(i)	239,820	42,500	0	20,948	0	303,268	0
	(ii)	0	0	0	0	0	0	0
9 ALEX S OBUCHOWSKI CHIEF FINANCIAL OFFICER	(i)	235,110	30,000	0	21,060	13,516	299,686	0
	(ii)	0	0	0	0	0	0	0
10 DENNIS FUZE CHIEF TECHNOLOGY OFFICER	(i)	245,887	10,000	0	14,063	24,835	294,785	0
	(ii)	0	0	0	0	0	0	0
11 SUSAN PALEY VP, CHAPTER NETWORK (FROM 5/2020)	(i)	192,149	60,000	0	17,265	93	269,507	0
	(ii)	0	0	0	0	0	0	0
12 DONNA VAUGHT VP, CONTENT EXPERIENCE	(i)	205,946	22,000	0	18,704	18,166	264,816	0
	(ii)	0	0	0	0	0	0	0
13 JULIE E MOUNT SR. REGIONAL DIRECTOR	(i)	159,853	48,000	0	14,665	16,016	238,534	0
	(ii)	0	0	0	0	0	0	0
14 KRISTEN M CONLEY DIRECTOR, MARKETING (UNTIL 5/2020)	(i)	84,295	57,500	67,308	7,673	13,797	230,573	0
	(ii)	0	0	0	0	0	0	0
15 MICHELE J HOOPER FORMER BOARD MEMBER (SEE SCH. O)	(i)	21,167	0	0	0	0	21,167	0
	(ii)	0	0	0	0	0	0	0

Part III Supplemental Information

Provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

Return Reference	Explanation
PART I, LINE 1A	- PETER GLEASON RECEIVED A PRIOR-YEAR INCENTIVE PAYMENT AND A LONG-TERM DEFERRED COMPENSATION PLAN PAYOUT, WHICH WAS INCLUDED ON PREVIOUS 990'S IN THIS PERIOD. - ERIN ESSENMACHER, KATHERINE DAVIS, AND STEVE WALKER EACH RECEIVED A PRIOR-YEAR INCENTIVE PAYMENT, A LONG-TERM DEFERRED COMPENSATION PLAN PAYOUT, WHICH WAS INCLUDED ON PREVIOUS 990'S, AND SEPARATION BENEFITS DURING THIS PERIOD. PART I, LINE 1A: NACD'S CEO HAS AN OUT-OF-STATE MEMBERSHIP IN THE YALE CLUB OF NEW YORK, THAT IS PAID FOR BY THE ASSOCIATION. THE MEMBERSHIP ALLOWS FOR DISCOUNTED LODGING RATES IN NEW YORK CITY THAT ARE USED FOR BUSINESS PURPOSES, THAT ARE USED BY MEMBERS OF THE SENIOR STAFF, WHEN AVAILABLE, DURING TRAVEL TO NEW YORK CITY. THE CLUB ALSO HAS RECIPROCAL MEMBERSHIP WITH CLUBS AROUND THE COUNTRY THAT ARE ALSO UTILIZED FOR THIS PURPOSE. FIRST-CLASS AIRFARE IS REIMBURSABLE TO BOARD MEMBERS TRAVELING ON NACD BUSINESS.
PART I, LINE 1B	PER THE COMPENSATION COMMITTEE'S CHARTER, ALL SUCH EXPENDITURES HAVE BEEN APPROVED BY THE COMMITTEE.
PART I, LINES 4A-B	KRISTEN CONLEY RECEIVED A SEVERANCE PAYMENT OF \$67,308 DURING THE YEAR. DURING 2017, NACD IMPLEMENTED A NONQUALIFIED DEFERRED COMPENSATION PLAN UNDER THE PROVISIONS OF SECTION 457(F) OF THE INTERNAL REVENUE CODE. THE PLAN'S PERFORMANCE PERIOD ENDED DECEMBER 31, 2019. THE BALANCE WAS PAID TO THE EMPLOYEES IN FEBRUARY 2020. AMOUNTS ARE REPORTED IN PART II, COLUMN (B)(III). THE FOLLOWING EMPLOYEES PARTICIPATED: - PETER R. GLEASON \$262,332 - ERIN ESSENMACHER \$227,198 - KATHERINE B. DAVIS \$227,198 - STEVEN R. WALKER \$227,198
PART I, LINE 7	BONUSES ARE PAID ANNUALLY BASED UPON MULTIPLE PERFORMANCE CRITERIA. BONUSES ARE BASED ON A VARIETY OF PERFORMANCE FACTORS, INCLUDING INTERNAL METRICS, TEAM BUILDING, COMMUNICATION, ORGANIZATIONAL GOALS, QUALITY OF WORK, AND ACHIEVEMENT OF STRATEGIC GOALS. BONUS PAYMENTS ARE REFLECTED ON PART II, COLUMN (II).

Additional Data

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Software ID:

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SCHEDULE O
(Form 990 or 990-
EZ)**Supplemental Information to Form 990 or 990-EZ**Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.

▶ Attach to Form 990 or 990-EZ.

▶ Go to www.irs.gov/Form990 for the latest information.**2020****Open to Public
Inspection**

Department of the Treasury

Name of the organization
NATIONAL ASSOCIATION OF CORPORATE
DIRECTORS

Employer identification number

52-2314113

Return Reference	Explanation
FORM 990, PART VI, SECTION A, LINE 1	THE BOARD MAY APPOINT AN EXECUTIVE COMMITTEE, WHICH SHALL HAVE AUTHORITY TO TAKE SUCH ACTIONS FOR THE BOARD AS MAY BE REQUIRED BETWEEN MEETINGS OF THE BOARD, PROVIDED SUCH ACTIONS ARE NOT INCONSISTENT WITH LAW, THE ARTICLES OF INCORPORATION, OR THE BYLAWS.
FORM 990, PART VI, SECTION A, LINE 4	PREVIOUSLY, THE PRESIDENT AND CEO ROLES WERE SPLIT INTO TWO SEPARATE ROLES. IN 2020, THIS WAS MODIFIED TO ONLY ONE ROLE: PRESIDENT & CEO.
FORM 990, PART VI, SECTION B, LINE 11B	THE FORM 990 WAS PREPARED BY THE INDEPENDENT ACCOUNTING FIRM AND REVIEWED BY SENIOR MANAGEMENT. THE FORM 990 WAS THEN PROVIDED TO THE AUDIT & FINANCE COMMITTEE, AS WELL AS THE FULL BOARD OF DIRECTORS FOR REVIEW PRIOR TO FILING WITH THE IRS.
FORM 990, PART VI, SECTION B, LINE 12C	OFFICERS AND DIRECTORS ARE REQUIRED TO SIGN A CONFLICT OF INTEREST POLICY STATEMENT ANNUALLY. THE DIRECTORS' SIGNED STATEMENTS ARE REVIEWED BY THE NOMINATING & GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS. ANY POTENTIAL CONFLICT OF INTEREST IS DISCUSSED BY THE FULL BOARD OF DIRECTORS. IF A CONFLICT OF INTEREST IS IDENTIFIED AT THE BOARD LEVEL, THAT DIRECTOR WOULD RECUSE HIMSELF/HERSELF FROM ANY DISCUSSION/DELIBERATIONS ABOUT THAT TOPIC.
FORM 990, PART VI, SECTION B, LINE 15	THE NACD BOARD OF DIRECTORS HAS A COMPENSATION COMMITTEE COMPRISED OF FOUR INDEPENDENT DIRECTORS APPOINTED ANNUALLY BY THE BOARD. THE COMPENSATION COMMITTEE IS CHARGED WITH ASSISTING THE BOARD OF DIRECTORS IN FULFILLING ITS OVERSIGHT RESPONSIBILITIES RELATING TO THE COMPENSATION AND BENEFITS OF THE CEO AND THE CEO'S SENIOR MANAGEMENT TEAM WITH AN ANNUAL COMPENSATION OF \$200,000 OR GREATER. ANY BONUSES PAID TO THE SENIOR MANAGEMENT TEAM ARE ALSO APPROVED BY THE COMPENSATION COMMITTEE. ACCORDING TO THE COMMITTEE'S CHARTER, ITS OVERSIGHT RESPONSIBILITIES INCLUDE: 1. DEVELOPING A COMPENSATION PHILOSOPHY AND POLICIES FOR APPROVAL BY THE BOARD; 2. REVIEW OF NACD'S GOALS AND OBJECTIVES RELEVANT TO THE COMPENSATION OF THE CEO AND THE CEO'S SENIOR MANAGEMENT TEAM FOR APPROVAL BY THE BOARD; 3. ANNUALLY EVALUATE THE CEO'S PERFORMANCE IN LIGHT OF THESE GOALS AND OBJECTIVES, AND MAKE A RECOMMENDATION TO THE BOARD WITH RESPECT TO THE CEO'S COMPENSATION; 4. THE CEO WILL ESTABLISH SALARIES AND ANY ADJUSTMENTS FOR MEMBERS OF THE STAFF BELOW \$200,000 IN ANNUAL COMPENSATION FOLLOWING APPROVAL OF A MERIT AND BONUS POOL BY THE COMMITTEE; AND, 5. ANNUALLY REVIEW THE CEO'S AND THE CEO'S SENIOR MANAGEMENT TEAM COMPENSATION TO ENSURE THAT SUCH SALARIES, BONUSES, AND BENEFITS ARE APPROPRIATE AND CONSISTENT WITH PUBLISHED COMPENSATION SURVEYS OR GUIDANCE RECEIVED BY OUTSIDE CONSULTANTS. THE COMMITTEE WILL ALSO REVIEW ANY CHANGE IN BENEFITS APPLICABLE TO THE CEO'S SENIOR MANAGEMENT TEAM. THE MOST RECENT COMPENSATION REVIEW WAS IN JANUARY 2020.
FORM 990, PART VI, SECTION C, LINE 19	NACD'S GOVERNING DOCUMENTS ARE AVAILABLE FOR REVIEW ON ITS WEBSITE: WWW.NACDONLINE.ORG. INCLUDED ARE THE ORGANIZATION'S GOVERNANCE GUIDELINES, BOARD OF DIRECTORS' BIOGRAPHIES, ALL COMMITTEE CHARTERS, BYLAWS, CODE OF ETHICS, AND DOCUMENT RETENTION POLICY. THE ORGANIZATION ALSO KEEPS A COPY OF OUR AUDITED FINANCIAL STATEMENTS AND IRS FORM 990 AVAILABLE FOR PUBLIC REVIEW IN ITS OFFICES. THE IRS FORM 990 IS ALSO AVAILABLE ON GUIDESTAR. THE ORGANIZATION'S CONFLICT OF INTEREST POLICY IS DESCRIBED ABOVE, AND IS NOT CURRENTLY PUBLISHED ON THE WEBSITE.
FORM 990, PART VII, SECTION A:	FOUR MEMBERS OF THE GOVERNING BODY RECEIVED FEES FOR CONTRACTED SERVICES THEY PROVIDED IN THEIR CAPACITY AS A FACULTY MEMBER AT THE ASSOCIATION'S WORK PROGRAMS DESCRIBED IN PART III. - PETER GLEASON RECEIVED A PRIOR-YEAR INCENTIVE PAYMENT AND A LONG-TERM DEFERRED COMPENSATION PLAN PAYOUT, WHICH WAS INCLUDED ON PREVIOUS 990'S IN THIS PERIOD. - ERIN ESSENMACHER, KATHERINE DAVIS, AND STEVE WALKER EACH RECEIVED A PRIOR-YEAR INCENTIVE PAYMENT, A LONG-TERM DEFERRED COMPENSATION PLAN PAYOUT, WHICH WAS INCLUDED ON PREVIOUS 990'S, AND SEPARATION BENEFITS DURING THIS PERIOD.

Additional Data

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**SCHEDULE R
(Form 990)**

Related Organizations and Unrelated Partnerships

OMB No. 1545-0047

2020

**Open to Public
Inspection**

- ▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 33, 34, 35b, 36, or 37.
- ▶ Attach to Form 990.
- ▶ Go to www.irs.gov/Form990 for instructions and the latest information.

Department of the Treasury
Internal Revenue Service

Name of the organization
NATIONAL ASSOCIATION OF CORPORATE
DIRECTORS

Employer identification number

52-2314113

Part I Identification of Disregarded Entities. Complete if the organization answered "Yes" on Form 990, Part IV, line 33.

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity

Part II Identification of Related Tax-Exempt Organizations. Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
(1)NACD CORPORATE DIRECTORS INSTITUTE 1515 N COURTHOUSE ROAD STE 1200 ARLINGTON, VA 22201 84-2647589	PROMOTE THE PROFESSION OF CORPORATE DIRECTORSHIP	DC	501(C)(6)	N/A	NACD	Yes	

Part III Identification of Related Organizations Taxable as a Partnership. Complete if the organization answered "Yes" on Form 990, Part IV, line 34, because it had one or more related organizations treated as a partnership during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income(related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	

Part IV Identification of Related Organizations Taxable as a Corporation or Trust. Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of- year assets	(h) Percentage ownership	(i) Section 512(b) (13) controlled entity?	
								Yes	No

Part V Transactions With Related Organizations. Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35b, or 36.

Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.

1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

- a** Receipt of **(i)** interest, **(ii)** annuities, **(iii)** royalties, or **(iv)** rent from a controlled entity
- b** Gift, grant, or capital contribution to related organization(s)
- c** Gift, grant, or capital contribution from related organization(s)
- d** Loans or loan guarantees to or for related organization(s)
- e** Loans or loan guarantees by related organization(s)
- f** Dividends from related organization(s)
- g** Sale of assets to related organization(s)
- h** Purchase of assets from related organization(s)
- i** Exchange of assets with related organization(s)
- j** Lease of facilities, equipment, or other assets to related organization(s)
- k** Lease of facilities, equipment, or other assets from related organization(s)
- l** Performance of services or membership or fundraising solicitations for related organization(s)
- m** Performance of services or membership or fundraising solicitations by related organization(s)
- n** Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)
- o** Sharing of paid employees with related organization(s)
- p** Reimbursement paid to related organization(s) for expenses
- q** Reimbursement paid by related organization(s) for expenses
- r** Other transfer of cash or property to related organization(s)
- s** Other transfer of cash or property from related organization(s)

	Yes	No
1a	Yes	
1b		No
1c		No
1d	Yes	
1e		No
1f		No
1g		No
1h		No
1i		No
1j	Yes	
1k		No
1l		No
1m		No
1n	Yes	
1o	Yes	
1p		No
1q	Yes	
1r	Yes	
1s	Yes	

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds.

(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1) NACD CORPORATE DIRECTORS INSTITUTE	D	500,000	LOAN AGREEMENT
(2) NACD CORPORATE DIRECTORS INSTITUTE	J	24,034	SHARED SVCS. AGREEMENT
(3) NACD CORPORATE DIRECTORS INSTITUTE	N	24,034	SHARED SVCS. AGREEMENT
(4) NACD CORPORATE DIRECTORS INSTITUTE	O	203,134	SHARED SVCS. AGREEMENT
(5) NACD CORPORATE DIRECTORS INSTITUTE	Q	227,168	SHARED SVCS. AGREEMENT
(6) NACD CORPORATE DIRECTORS INSTITUTE	R	164,250	SHARED SVCS. AGREEMENT
(7) NACD CORPORATE DIRECTORS INSTITUTE	S	27,007	SHARED SVCS. AGREEMENT
(8) NACD CORPORATE DIRECTORS INSTITUTE	A	5,011	LOAN AGREEMENT

Part VII Supplemental Information

Provide additional information for responses to questions on Schedule R. (see instructions).

Return Reference	Explanation
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Schedule R (Form 990) 2020

Additional Data[Return to Form](#)**Software ID:****Software Version:**