

990

Return of Organization Exempt From Income Tax

OMB No. 1545-

0047 2022

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.

Department of the Treasury Internal Revenue Service

A For the 2022 calendar year, or tax year beginning 01-01-2022, and ending 12-31-2022

- 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. Number and street (or P.O. box if mail is not delivered to street address) Room/suite: 1515 N COURTHOUSE ROAD 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 \$ 40,163,437

F Name and address of principal officer: PETER R GLEASON, 1515 N COURTHOUSE ROAD 1200, ARLINGTON, VA 22201

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

I Tax-exempt status: [x] 501(c)(3) [] 501(c) () (insert no.) [] 4947(a)(1) or [] 527

J Website: WWW.NACDONLINE.ORG

K Form of organization: [x] Corporation [] Trust [] Association [] Other

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

Part I Summary

Table with 4 main sections: Activities & Governance (1-7a), Revenue (8-12), Expenses (13-19), and Net Assets or Fund Balances (20-22). Each section contains rows of data with columns for Prior Year and Current Year.

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. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here: Signature of officer (PETER R GLEASON PRESIDENT & CEO), Date (2023-06-16), Type or print name and title.

Paid Preparer Use Only: Print/Type preparer's name, Preparer's signature, Date, Check if self-employed, PTIN (P00288314), Firm's name (GELMAN ROSENBERG & FREEDMAN), Firm's EIN (52-1392008), Firm's address (4550 MONTGOMERY AVE SUITE 800N, BETHESDA, MD 208142930), Phone no. (301) 951-9090.

May the IRS discuss this return with the preparer shown above? See Instructions. [x] Yes [] No

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:

WE EMPOWER DIRECTORS AND TRANSFORM BOARDS TO BE FUTURE READY.

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 \$ **9,215,437** including grants of \$) (Revenue \$ **5,124,601**)

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.

4b (Code:) (Expenses \$ **6,811,959** 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.

4c (Code:) (Expenses \$ **4,155,203** including grants of \$) (Revenue \$ **25,536,836**)

MEMBERSHIP - PROVIDES SERVICES TO MORE THAN 23,000 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 \$ **3,643,339** including grants of \$) (Revenue \$)

CHAPTERS - NACD HAS 20 CHAPTERS PROVIDING EVENTS IN MORE THAN 35 CITIES. THEY DEVELOP WORLD CLASS PROGRAMMING WHICH FEATURE LEADING INDUSTRY EXPERTS AND PUBLIC AND PRIVATE COMPANY DIRECTOR SPEAKERS, PROVIDING IN-DEPTH INFORMATION ON TIMELY TOPICS AND PEER-TO-PEER DIALOGUE ABOUT CRITICAL BOARDROOM ISSUES.

(Code:) (Expenses \$ **3,499,145** including grants of \$) (Revenue \$ **6,555,488**)

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 \$ **914,323** including grants of \$) (Revenue \$ **1,636,667**)

BOARD ADVISORY SERVICES - PROVIDES EDUCATIONAL PROGRAMS FOR COMPANIES THAT ARE CUSTOMIZED AROUND THE BOARD'S NEEDS AS THEY RELATE TO CORPORATE GOVERNANCE ISSUES.

4d Other program services (Describe in Schedule O.)
(Expenses \$ **8,056,807** including grants of \$) (Revenue \$ **8,192,155**)

4e Total program service expenses **28,239,406**

Part IV Checklist of Required Schedules

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

Part IV Checklist of Required Schedules (continued)

Table with 3 columns: Question ID, Question Text, and Yes/No columns. Rows include questions 22 through 38 regarding tax-exempt bond issues, compensation, and related party transactions.

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

Table with 3 columns: Question ID, Question Text, and Yes/No columns. Rows include questions 1a, 1b, and 1c regarding Form 1096, Forms W-2G, and gaming winnings.

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

Table with 17 main rows (2a-17) and sub-rows (a-e). Columns include question text, input fields (e.g., 2a, 7d, 10a, 11a, 12b, 13b, 13c), and Yes/No/Amount columns. Row 2a contains the value 159. Row 16 includes a reference to Form 990-B instructions.

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 columns: Question, Yes, No. Rows include: 1a Enter the number of voting members... 1b Enter the number of voting members included... 2 Did any officer, director, trustee, or key employee have a family relationship... 3 Did the organization delegate control over management duties... 4 Did the organization make any significant changes to its governing documents... 5 Did the organization become aware during the year of a significant diversion of the organization's assets... 6 Did the organization have members or stockholders... 7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body? 7b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body? 8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following: 8a The governing body? 8b Each committee with authority to act on behalf of the governing body? 9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O.

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

Table with 3 columns: Question, Yes, No. Rows include: 10a Did the organization have local chapters, branches, or affiliates? 10b If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes? 11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form? 11b Describe on Schedule O the process, if any, used by the organization to review this Form 990. 12a Did the organization have a written conflict of interest policy? If "No," go to line 13 12b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts? 12c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe on Schedule O how this was done 13 Did the organization have a written whistleblower policy? 14 Did the organization have a written document retention and destruction policy? 15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision? 15a The organization's CEO, Executive Director, or top management official 15b Other officers or key employees of the organization If "Yes" to line 15a or 15b, describe the process on Schedule O. See instructions. 16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year? 16b If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?

Section C. Disclosure

Table with 3 columns: Question, Yes, No. Rows include: 17 List the states with which a copy of this Form 990 is required to be filed CA 18 Section 6104 requires an organization to make its Form 1023 (1024 or 1024-A, if applicable), 990, and 990-T (section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply. Own website Another's website Upon request Other (explain in Schedule O) 19 Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year. 20 State the name, address, and telephone number of the person who possesses the organization's books and records: ALEX OBUCHOWSKI 1515 N COURTHOUSE ROAD 1200 ARLINGTON, VA 22201 (571) 367-3770

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 the 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, box 6 of Form 1099-MISC, and/or box 1 of Form 1099-NEC) 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 the 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/1099-NEC) | (E) Reportable compensation from related organizations (W-2/1099-MISC/1099-NEC) | (F) Estimated amount of other compensation from the organization and related organizations |
|---|--|---|------------------------|---------|--------------|------------------------------|---|--|---|
| | | Individual trustee or director | Institutional Trustee; | Officer | Key employee | Highest compensated employee | | | |
| (1) PETER R GLEASON CHIEF EXECUTIVE OFFICER | 54.00 1.00 | X | | X | | | 1,072,778 | 0 | 117,829 |
| (2) DONA YOUNG BOARD MEMBER | 1.00 0.00 | X | | | | | 54,000 | 0 | 0 |
| (3) WILLIAM MCCrackEN CHAIR, THEN BD. MEM. (TRANS. 5/2022) | 1.00 0.00 | X | | X | | | 0 | 0 | 0 |
| (4) SUE COLE VICE CHAIR, THEN CHAIR (TRANS. 5/22) | 1.00 0.00 | X | | X | | | 0 | 0 | 0 |
| (5) CARI M DOMINGUEZ BOARD MEMBER | 1.00 0.00 | X | | | | | 0 | 0 | 0 |
| (6) NICHOLAS DONOFRIO BOARD MEMBER | 1.00 0.00 | X | | | | | 0 | 0 | 0 |
| (7) BRENDA GAINES BOARD MEMBER | 1.00 0.00 | X | | | | | 0 | 0 | 0 |
| (8) NORA DENZEL BOARD MEMBER | 1.00 0.00 | X | | | | | 0 | 0 | 0 |
| (9) MARY WINSTON BOARD MEMBER | 1.00 0.00 | X | | | | | 0 | 0 | 0 |
| (10) DANIEL GALLAGHER BOARD MEMBER | 1.00 0.00 | X | | | | | 0 | 0 | 0 |
| (11) RAYMOND GILMARTIN BOARD MEMBER | 1.00 0.00 | X | | | | | 0 | 0 | 0 |
| (12) JOCELYN CARTER-MILLER BOARD MEMBER (FROM 1/2022) | 1.00 0.00 | X | | | | | 0 | 0 | 0 |
| (13) SANDRA LAWRENCE BOARD MEMBER (FROM 1/2022) | 1.00 0.00 | X | | | | | 0 | 0 | 0 |
| (14) KIMBERLY A SIMPSON COO, GENERAL COUNSEL & CORP. SEC. | 54.00 1.00 | | | X | | | 520,510 | 0 | 79,681 |
| (15) ALEX S OBUCHOWSKI CHIEF FINANCIAL OFFICER | 54.00 1.00 | | | X | | | 427,063 | 0 | 85,001 |
| (16) TRACY DEAN GEE CHIEF PEOPLE OFFICER | 55.00 0.00 | | | | X | | 436,876 | 0 | 79,682 |
| (17) FRISO VAN DER OORD SENIOR VICE PRESIDENT, CONTENT | 55.00 0.00 | | | | X | | 366,944 | 0 | 60,454 |

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/1099-NEC) | (E) Reportable compensation from related organizations (W-2/1099-MISC/1099-NEC) | (F) Estimated amount of other compensation from the organization and related organizations |
|--|--|---|------------------------|---------|--------------|------------------------------|---|--|---|
| | | Individual trustee or director | Institutional Trustee; | Officer | Key employee | Highest compensated employee | | | |
| (18) RONA BUNN CIO (FROM 1/2022) | 55.00 0.00 | | | | X | | 297,278 | 0 | 62,142 |
| (19) BETH MERIN VICE PRESIDENT, MARKETING | 50.00 0.00 | | | | | X | 281,468 | 0 | 36,383 |
| (20) SUSAN PALEY VICE PRESIDENT, CHAPTER NETWORK | 50.00 0.00 | | | | | X | 287,739 | 0 | 21,702 |
| (21) JULIE E MOUNT SENIOR REGIONAL DIRECTOR | 50.00 0.00 | | | | | X | 238,717 | 0 | 29,819 |
| (22) BRANDY LANHAM-FENNELL DIRECTOR, BUSINESS SOLUTIONS | 50.00 0.00 | | | | | X | 222,869 | 0 | 43,820 |
| (23) TIM VANDISH DIRECTOR, DATA ANALYTICS AND OPER. | 50.00 0.00 | | | | | X | 230,427 | 0 | 31,038 |
| 1b Sub-Total | | | | | | | | | |
| c Total from continuation sheets to Part VII, Section A | | | | | | | | | |
| d Total (add lines 1b and 1c) | | | | | | 4,436,669 | 0 | 647,551 | |

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 ▶ **5 2**

| | 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> | | No |
| 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> | 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> | | 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 |
|--|---------------------------------|---------------------|
| EVENTEQ 7079 OAKLAND MILLS ROAD SUITE 4 COLUMBIA, MD 21046 | EVENT EQUIPMENT & LABOR | 652,519 |
| MNI TARGETED MEDIA INC PO BOX 21916 NEW YORK, NY 10087 | MEDIA ADVERTISING | 486,367 |
| MARX PRODUCTIONS 4151 W LINDBERGH WAY CHANDLER, AZ 85226 | AUDIO/VIDEO PRODUCTION | 414,250 |
| DOMO INC 772 E UTAH VALLEY DRIVE AMERICAN FORK, UT 84003 | CLOUD SOFTWARE & DATA SOLUTIONS | 272,261 |
| FOROS SECURITIES LLC 461 FIFTH AVENUE 17TH FL NEW YORK, NY 10017 | FINANCIAL CONSULTING | 250,000 |

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 3**

Part VIII Statement of Revenue

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

| | (A) Total revenue | (B) Related or exempt function revenue | (C) Unrelated business revenue | (D) Revenue excluded from tax under sections 512 - 514 |
|---|----------------------|--|---|--|
| Contributions, Gifts, Grants, and Other Similar Amounts | | | | |
| 1a Federated campaigns | | 1a | | |
| b Membership dues | | 1b | | |
| c Fundraising events | | 1c | | |
| d Related organizations | | 1d | | |
| e Government grants (contributions) | | 1e | | |
| f All other contributions, gifts, grants, and similar amounts not included above | | 1f | | |
| g Noncash contributions included in lines 1a - 1f:\$ | | 1g | | |
| h Total. Add lines 1a-1f | | | | |

| Program Service Revenue | | Business Code | | | | |
|--|--|---------------|------------|------------|---------|-----|
| | | | (A) | (B) | (C) | (D) |
| 2a MEMBERSHIP DUES | | 900099 | 25,536,836 | 25,536,836 | | |
| b RESEARCH & PUBLICATIONS | | 900099 | 6,555,488 | 6,068,988 | 486,500 | |
| c EDUCATIONAL PROGRAMS | | 900099 | 5,124,601 | 5,124,601 | | |
| d BOARD ADVISORY SERVICES | | 900099 | 1,636,667 | 1,636,667 | | |
| e DIRECTORS REGISTRY | | 900099 | 129,600 | | 129,600 | |
| f All other program service revenue | | | | | | |
| g Total. Add lines 2a-2f. | | | 38,983,192 | | | |

| | | | | | | | |
|---|--|---|------------|--|--|------------|--|
| Other Revenue | 3 Investment income (including dividends, interest, and other similar amounts) | | 721,208 | | | 721,208 | |
| | 4 Income from investment of tax-exempt bond proceeds | | | | | | |
| | 5 Royalties | | | | | | |
| | 6a Gross rents | (i) Real | | | | | |
| | | (ii) Personal | | | | | |
| | | b Less: rental expenses | | | | | |
| | | c Rental income or (loss) | | | | | |
| | d Net rental income or (loss) | | | | | | |
| | 7a Gross amount from sales of assets other than inventory | (i) Securities | 452,542 | | | | |
| | | (ii) Other | | | | | |
| | | b Less: cost or other basis and sales expenses | 1,812,562 | | | | |
| | | c Gain or (loss) | -1,360,020 | | | | |
| | d Net gain or (loss) | | -1,360,020 | | | -1,360,020 | |
| | 8a Gross income from fundraising events (not including \$ of contributions reported on line 1c). See Part IV, line 18 | | | | | | |
| | | b Less: direct expenses | | | | | |
| c Net income or (loss) from fundraising events | | | | | | | |
| 9a Gross income from gaming activities. See Part IV, line 19 | | | | | | | |
| | b Less: direct expenses | | | | | | |
| | c Net income or (loss) from gaming activities | | | | | | |
| 10a Gross sales of inventory, less returns and allowances | | | | | | | |
| | b Less: cost of goods sold | | | | | | |
| | c Net income or (loss) from sales of inventory | | | | | | |

| | | | | | | |
|---|--------------------------------------|---------------|------------|------------|---------|----------|
| Other Revenue Misc Amt | 11a OTHER REVENUE | Business Code | | | | |
| | | 900099 | 6,495 | | | 6,495 |
| | b | | | | | |
| | c | | | | | |
| | d All other revenue | | | | | |
| e Total. Add lines 11a-11d | | | 6,495 | | | |
| 12 Total revenue. See instructions | | | 38,350,875 | 38,367,092 | 616,100 | -632,317 |

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 | 3,637,211 | 2,603,022 | 1,034,189 | |
| 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 | 13,302,169 | 9,519,888 | 3,782,281 | |
| 8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions) | 464,195 | 320,743 | 143,452 | |
| 9 Other employee benefits | 1,121,269 | 786,280 | 334,989 | |
| 10 Payroll taxes | 827,947 | 581,464 | 246,483 | |
| 11 Fees for services (non-employees): | | | | |
| a Management | | | | |
| b Legal | 30,946 | 22,349 | 8,597 | |
| c Accounting | 103,374 | 74,657 | 28,717 | |
| d Lobbying | | | | |
| e Professional fundraising services. See Part IV, line 17 | | | | |
| f Investment management fees | 102,368 | | 102,368 | |
| g Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O) | 2,921,518 | 2,109,937 | 811,581 | |
| 12 Advertising and promotion | 648,958 | 648,958 | | |
| 13 Office expenses | 1,489,502 | 687,050 | 802,452 | |
| 14 Information technology | 1,888,965 | 1,538,244 | 350,721 | |
| 15 Royalties | 514 | 324 | 190 | |
| 16 Occupancy | 2,537,991 | 1,816,350 | 721,641 | |
| 17 Travel | 900,786 | 620,746 | 280,040 | |
| 18 Payments of travel or entertainment expenses for any federal, state, or local public officials | | | | |
| 19 Conferences, conventions, and meetings | 4,562,495 | 4,557,639 | 4,856 | |
| 20 Interest | | | | |
| 21 Payments to affiliates | | | | |
| 22 Depreciation, depletion, and amortization | 336,833 | 241,059 | 95,774 | |
| 23 Insurance | 106,140 | | 106,140 | |
| 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 | 1,040,197 | 1,030,045 | 10,152 | |
| b TEMP. HELP & INTERNS | 663,572 | 466,024 | 197,548 | |
| c DUES & SUBSCRIPTIONS | 211,757 | 133,417 | 78,340 | |
| d RECRUITMENT | 162,665 | 114,239 | 48,426 | |
| e All other expenses | 620,887 | 366,971 | 253,916 | |
| 25 Total functional expenses. Add lines 1 through 24e | 37,682,259 | 28,239,406 | 9,442,853 | 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

| | | (A) Beginning of year | | (B) End of year |
|---|--|--------------------------|------------|----------------------|
| Assets | 1 Cash-non-interest-bearing | | 1 | |
| | 2 Savings and temporary cash investments | 14,941,454 | 2 | 18,014,307 |
| | 3 Pledges and grants receivable, net | | 3 | |
| | 4 Accounts receivable, net | 407,187 | 4 | 1,039,723 |
| | 5 Loans and other receivables from 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 | | 5 | |
| | 6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), and persons described in section 4958(c)(3)(B) | | 6 | |
| | 7 Notes and loans receivable, net | | 7 | |
| | 8 Inventories for sale or use | | 8 | |
| | 9 Prepaid expenses and deferred charges | 1,685,384 | 9 | 1,843,994 |
| | 10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D | 10a 4,026,098 | | |
| | b Less: accumulated depreciation | 10b 2,852,896 | 1,255,590 | 10c 1,173,202 |
| | 11 Investments—publicly traded securities | 29,017,664 | 11 | 25,243,748 |
| | 12 Investments—other securities. See Part IV, line 11 | | 12 | |
| | 13 Investments—program-related. See Part IV, line 11 | | 13 | |
| | 14 Intangible assets | 1,137,000 | 14 | 1,137,000 |
| | 15 Other assets. See Part IV, line 11 | 6,601,420 | 15 | 4,649,881 |
| 16 Total assets: Add lines 1 through 15 (must equal line 33) | 55,045,699 | 16 | 53,101,855 | |
| Liabilities | 17 Accounts payable and accrued expenses | 3,856,028 | 17 | 5,169,998 |
| | 18 Grants payable | | 18 | |
| | 19 Deferred revenue | 17,681,539 | 19 | 18,755,824 |
| | 20 Tax-exempt bond liabilities | | 20 | |
| | 21 Escrow or custodial account liability. Complete Part IV of Schedule D | | 21 | |
| | 22 Loans and other 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 | | 22 | |
| | 23 Secured mortgages and notes payable to unrelated third parties | | 23 | |
| | 24 Unsecured notes and loans payable to unrelated third parties | | 24 | |
| | 25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17 - 24). Complete Part X of Schedule D | 9,090,854 | 25 | 7,114,369 |
| | 26 Total liabilities. Add lines 17 through 25 | 30,628,421 | 26 | 31,040,191 |
| Net Assets or Fund Balances | Organizations that follow FASB ASC 958, check here <input checked="" type="checkbox"/> and complete lines 27, 28, 32, and 33. | | | |
| | 27 Net assets without donor restrictions | 24,417,278 | 27 | 22,061,664 |
| | 28 Net assets with donor restrictions | | 28 | |
| | Organizations that do not follow FASB ASC 958, check here <input type="checkbox"/> and complete lines 29 through 33. | | | |
| | 29 Capital stock or trust principal, or current funds | | 29 | |
| | 30 Paid-in or capital surplus, or land, building or equipment fund | | 30 | |
| | 31 Retained earnings, endowment, accumulated income, or other funds | | 31 | |
| | 32 Total net assets or fund balances | 24,417,278 | 32 | 22,061,664 |
| 33 Total liabilities and net assets/fund balances | 55,045,699 | 33 | 53,101,855 | |

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 | 38,350,875 |
| 2 | Total expenses (must equal Part IX, column (A), line 25) | 2 | 37,682,259 |
| 3 | Revenue less expenses. Subtract line 2 from line 1 | 3 | 668,616 |
| 4 | Net assets or fund balances at beginning of year (must equal Part X, line 32, column (A)) | 4 | 24,417,278 |
| 5 | Net unrealized gains (losses) on investments | 5 | -3,024,230 |
| 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 | 22,061,664 |

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 on 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 Uniform Guidance, 2 C.F.R. Part 200, Subpart F? | | 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

Public Charity Status and Public Support

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.**

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).)
- 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 on 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

| Calendar year (or fiscal year beginning in) ► | (a) 2018 | (b) 2019 | (c) 2020 | (d) 2021 | (e) 2022 | (f) Total |
|--|----------|----------|----------|----------|----------|-----------|
| 1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grant.") . . . | | | | | | |
| 2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf | | | | | | |
| 3 The value of services or facilities furnished by a governmental unit to the organization without charge.. | | | | | | |
| 4 Total. Add lines 1 through 3 | | | | | | |
| 5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f) . . . | | | | | | |
| 6 Public support. Subtract line 5 from line 4. | | | | | | |

Section B. Total Support

| Calendar year (or fiscal year beginning in) ► | (a) 2018 | (b) 2019 | (c) 2020 | (d) 2021 | (e) 2022 | (f) Total |
|---|----------|----------|----------|----------|-----------|--------------------------|
| 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, whether or not the business is regularly carried on | | | | | | |
| 10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.) | | | | | | |
| 11 Total support. Add lines 7 through 10 | | | | | | |
| 12 Gross receipts from related activities, etc. (see instructions) | | | | | 12 | |
| 13 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

| | | |
|--|-----------|--------------------------|
| 14 Public support percentage for 2022 (line 6, column (f) divided by line 11, column (f)) | 14 | |
| 15 Public support percentage for 2020 Schedule A, Part II, line 14 | 15 | |
| 16a 33 1/3% support test—2022. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization | | <input type="checkbox"/> |
| b 33 1/3% support test—2021. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization | | <input type="checkbox"/> |
| 17a 10%-facts-and-circumstances test—2022. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization | | <input type="checkbox"/> |
| b 10%-facts-and-circumstances test—2021. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization | | <input type="checkbox"/> |
| 18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions | | <input type="checkbox"/> |

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) 2018 | (b) 2019 | (c) 2020 | (d) 2021 | (e) 2022 | (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 | 32,310,943 | 35,564,014 | 27,590,907 | 33,167,707 | 38,367,092 | 167,000,663 |
| 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 | 32,310,943 | 35,564,014 | 27,590,907 | 33,167,707 | 38,367,092 | 167,000,663 |
| 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. | 857,829 | 941,592 | 1,118,776 | 769,636 | 688,060 | 4,375,893 |
| c Add lines 7a and 7b. . | 857,829 | 941,592 | 1,118,776 | 769,636 | 688,060 | 4,375,893 |
| 8 Public support. (Subtract line 7c from line 6.) | | | | | | 162,624,770 |

Section B. Total Support

| Calendar year (or fiscal year beginning in) ▶ | (a) 2018 | (b) 2019 | (c) 2020 | (d) 2021 | (e) 2022 | (f) Total |
|---|------------|------------|------------|------------|------------|-------------|
| 9 Amounts from line 6. . . | 32,310,943 | 35,564,014 | 27,590,907 | 33,167,707 | 38,367,092 | 167,000,663 |
| 10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources | 728,467 | 842,188 | 649,519 | 706,509 | 721,208 | 3,647,891 |
| b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975. | | | | | | |
| c Add lines 10a and 10b. | 728,467 | 842,188 | 649,519 | 706,509 | 721,208 | 3,647,891 |
| 11 Net income from unrelated business activities not included on line 10b, whether or not the business is regularly carried on. | 427,057 | 31,195 | 387,532 | 356,241 | 77,651 | 1,279,676 |
| 12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.) | 670 | 8,000 | 2,619 | 37,706 | 6,495 | 55,490 |
| 13 Total support. (Add lines 9, 10c, 11, and 12.) | 33,467,137 | 36,445,397 | 28,630,577 | 34,268,163 | 39,172,446 | 171,983,720 |
| 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 2022 (line 8, column (f) divided by line 13, column (f)) | 15 | 94.560 % |
| 16 Public support percentage from 2021 Schedule A, Part III, line 15 | 16 | 94.250 % |

Section D. Computation of Investment Income Percentage

| | | |
|---|-----------|---------|
| 17 Investment income percentage for 2022 (line 10c, column (f) divided by line 13, column (f)) | 17 | 2.120 % |
| 18 Investment income percentage from 2021 Schedule A, Part III, line 17 | 18 | 2.090 % |
| 19a 33 1/3% support tests—2022. 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 <input checked="" type="checkbox"/> | | |
| b 33 1/3% support tests—2021. 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 <input type="checkbox"/> | | |
| 20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions <input type="checkbox"/> | | |

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). | | |
| 8 | Did the organization make a loan to a disqualified person (as defined in section 4958) not described on line 7? If "Yes," complete Part I of Schedule L (Form 990). | | |
| 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 on 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 on 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)

| | Yes | No |
|--|-----|----|
| 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 on lines 11b and 11c below, the governing body of a supported organization? | | |
| b A family member of a person described on 11a above? | | |
| c A 35% controlled entity of a person described on line 11a or 11b above? <i>If "Yes" to 11a, 11b, or 11c, provide detail in Part VI</i> | | |

Section B. Type I Supporting Organizations

| | Yes | No |
|---|-----|----|
| 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? <i>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.</i> | | |
| 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? <i>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.</i> | | |

Section C. Type II Supporting Organizations

| | Yes | No |
|--|-----|----|
| 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)? <i>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).</i> | | |

Section D. All Type III Supporting Organizations

| | Yes | No |
|---|-----|----|
| 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? <i>If "No," explain in Part VI how the organization maintained a close and continuous working relationship with the supported organization(s).</i> | | |
| 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? <i>If "Yes," describe in Part VI the role the organization's supported organizations played in this regard.</i> | | |

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.**

| | Yes | No |
|---|-----|----|
| 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? <i>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.</i> | | |
| b Did the activities described on line 2a, above constitute activities that, but for the organization's involvement, one or more of the organization's supported organization(s) would have been engaged in? <i>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.</i> | | |

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

| | Yes | No |
|---|-----|----|
| 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? <i>If "Yes" or "No", provide details in Part VI.</i> | | |
| b Did the organization exercise a substantial degree of direction over the policies, programs and activities of each of its supported organizations? <i>If "Yes," describe in Part VI. the role played by the organization in this regard.</i> | | |

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 (<i>explain in detail in Part VI</i>): | | | |
| 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 2022 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-2022 | (iii) Distributable Amount for 2022 |
|--|-----------------------------|--|---|
| 1 Distributable amount for 2022 from Section C, line 6 | | | |
| 2 Underdistributions, if any, for years prior to 2022 (reasonable cause required-- explain in Part VI). See instructions. | | | |
| 3 Excess distributions carryover, if any, to 2022: | | | |
| a From 2017. | | | |
| b From 2018. | | | |
| c From 2019. | | | |
| d From 2020. | | | |
| e From 2021. | | | |
| f Total of lines 3a through e | | | |
| g Applied to underdistributions of prior years | | | |
| h Applied to 2022 distributable amount | | | |
| i Carryover from 2017 not applied (see instructions) | | | |
| j Remainder. Subtract lines 3g, 3h, and 3i from line 3f. | | | |
| 4 Distributions for 2022 from Section D, line 7: \$ | | | |
| a Applied to underdistributions of prior years | | | |
| b Applied to 2022 distributable amount | | | |
| c Remainder. Subtract lines 4a and 4b from line 4. | | | |
| 5 Remaining underdistributions for years prior to 2022, 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 2022. 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 2023. Add lines 3j and 4c. | | | |
| 8 Breakdown of line 7: | | | |
| a Excess from 2018. | | | |
| b Excess from 2019. | | | |
| c Excess from 2020. | | | |
| d Excess from 2021. | | | |
| e Excess from 2022. | | | |

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

2022

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.

Table with 3 columns: Question number, (a) Donor advised funds, (b) Funds and other accounts. Rows 1-4.

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, Protection of natural habitat, Preservation of open space, Preservation of an historically important land area, Preservation of a certified historic structure.

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.

Table with 2 columns: Question number, Held at the End of the Year. Rows 2a, 2b, 2c, 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 | | 1,291,786 | 629,672 | 662,114 |
| d Equipment | | 1,438,906 | 1,203,858 | 235,048 |
| e Other | | 1,295,406 | 1,019,366 | 276,040 |
| Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).) . . . ▶ | | | | 1,173,202 |

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 _____ | | |
| (A) | | |
| (B) | | |
| (C) | | |
| (D) | | |
| (E) | | |
| (F) | | |
| (G) | | |
| (H) | | |
| 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 |
|--|----------------|--|
| (1) | | |
| (2) | | |
| (3) | | |
| (4) | | |
| (5) | | |
| (6) | | |
| (7) | | |
| (8) | | |
| (9) | | |
| 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 |
|--|----------------|
| (1) RIGHT OF USE ASSET | 4,393,687 |
| (2) DUE FROM NACD CDI | 256,194 |
| (2) | |
| (3) | |
| (4) | |
| (5) | |
| (6) | |
| (7) | |
| (8) | |
| (9) | |
| Total. (Column (b) must equal Form 990, Part X, col.(B) line 15.) | 4,649,881 |

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 | |
| (3) | |
| (4) | |
| (5) | |
| (6) | |
| (7) | |
| (8) | |
| (9) | |
| Total. (Column (b) must equal Form 990, Part X, col.(B) line 25.) | 7,114,369 |

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 | 35,224,277 |
| 2 | Amounts included on line 1 but not on Form 990, Part VIII, line 12: | | | |
| a | Net unrealized gains (losses) on investments | 2a | -3,024,230 | |
| 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 | -3,024,230 |
| 3 | Subtract line 2e from line 1 | | 3 | 38,248,507 |
| 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 | 102,368 | |
| b | Other (Describe in Part XIII.) | 4b | | |
| c | Add lines 4a and 4b | | 4c | 102,368 |
| 5 | Total revenue. Add lines 3 and 4c . (This must equal Form 990, Part I, line 12.) | | 5 | 38,350,875 |

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 | 37,579,891 |
| 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 | 37,579,891 |
| 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 | 102,368 | |
| b | Other (Describe in Part XIII.) | 4b | | |
| c | Add lines 4a and 4b | | 4c | 102,368 |
| 5 | Total expenses. Add lines 3 and 4c . (This must equal Form 990, Part I, line 18.) | | 5 | 37,682,259 |

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, 2022, NACD AND AFFILIATE HAS DOCUMENTED THEIR 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.**

2022

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 checked="" 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 |
|-----------|-----|----|
| 1b | Yes | |
| 2 | Yes | |
| 4a | | No |
| 4b | Yes | |
| 4c | | No |
| 5a | Yes | |
| 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, 1099-MISC compensation, and/or 1099-NEC | | | (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) | 610,278 | 431,250 | 31,250 | 86,270 | 31,559 | 1,190,607 | 0 |
| | (ii) | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 2 KIMBERLY A SIMPSON COO, GENERAL COUNSEL & CORP. SEC. | (i) | 303,844 | 195,833 | 20,833 | 67,641 | 12,040 | 600,191 | 0 |
| | (ii) | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 3 TRACY DEAN GEE CHIEF PEOPLE OFFICER | (i) | 285,210 | 130,833 | 20,833 | 66,178 | 13,504 | 516,558 | 0 |
| | (ii) | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 4 ALEX S OBUCHOWSKI CHIEF FINANCIAL OFFICER | (i) | 275,397 | 130,833 | 20,833 | 65,486 | 19,515 | 512,064 | 0 |
| | (ii) | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 5 FRISO VAN DER OORD SENIOR VICE PRESIDENT, CONTENT | (i) | 258,238 | 89,956 | 18,750 | 58,504 | 1,950 | 427,398 | 0 |
| | (ii) | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 6 RONA BUNN CIO (FROM 1/2022) | (i) | 251,445 | 45,833 | 0 | 51,557 | 10,585 | 359,420 | 0 |
| | (ii) | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 7 BETH MERIN VICE PRESIDENT, MARKETING | (i) | 225,408 | 56,060 | 0 | 19,427 | 16,956 | 317,851 | 0 |
| | (ii) | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 8 SUSAN PALEY VICE PRESIDENT, CHAPTER NETWORK | (i) | 221,135 | 66,604 | 0 | 19,752 | 1,950 | 309,441 | 0 |
| | (ii) | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 9 JULIE E MOUNT SENIOR REGIONAL DIRECTOR | (i) | 180,666 | 58,051 | 0 | 16,322 | 13,497 | 268,536 | 0 |
| | (ii) | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 10 BRANDY LANHAM-FENNELL DIRECTOR, BUSINESS SOLUTIONS | (i) | 179,074 | 43,795 | 0 | 14,250 | 29,570 | 266,689 | 0 |
| | (ii) | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 11 TIM VANDISH DIRECTOR, DATA ANALYTICS AND OPER. | (i) | 201,024 | 29,403 | 0 | 18,321 | 12,717 | 261,465 | 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 | 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, LINE 4B | DURING 2021, NACD IMPLEMENTED A NONQUALIFIED DEFERRED COMPENSATION PLAN UNDER THE PROVISIONS OF SECTION 457(F) OF THE INTERNAL REVENUE CODE. THE PLAN'S PERFORMANCE PERIOD BEGAN JANUARY 1, 2021 AND ENDS DECEMBER 31, 2023. AMOUNTS ARE REPORTED IN PART II, COLUMN (C). |
| PART I, LINE 5 | NACD HAS A 457(F) PLAN TO ACCRUE A BENEFIT IF CERTAIN PERFORMANCE OBJECTIVES ARE MET. |
| 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 (B)(II). |

Additional Data

Return to Form

Software ID:

Software Version:

SCHEDULE O
(Form 990)**Supplemental Information to Form 990 or 990-EZ**

OMB No. 1545-0047

2022**Open to Public
Inspection**Department of the Treasury
Internal Revenue Service**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.**Name of the organization
NATIONAL ASSOCIATION OF CORPORATE
DIRECTORS**Employer identification number**

52-2314113

| Return Reference | Explanation |
|--|---|
| FORM 990, PART VI, SECTION A, LINE 1A | 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 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 AN HR & COMPENSATION COMMITTEE COMPRISED OF FOUR INDEPENDENT DIRECTORS APPOINTED ANNUALLY BY THE BOARD. THE HR & 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 HR & 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 2022. |
| 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: | ONE MEMBER 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. |

Additional Data

Return to Form

Software ID:

Software Version:

**SCHEDULE R
(Form 990)**

Related Organizations and Unrelated Partnerships

OMB No. 1545-0047

2022

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 |
|---|-------------------------|--|---------------------|---------------------------|----------------------------------|
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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 | |
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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 | |
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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 |
| | | | | | | | | | |
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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 | | No |
| 1b | | No |
| 1c | | No |
| 1d | | No |
| 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 | J | 50,384 | SHARED SVCS. AGREEMENT |
| (2) NACD CORPORATE DIRECTORS INSTITUTE | N | 50,384 | SHARED SVCS. AGREEMENT |
| (3) NACD CORPORATE DIRECTORS INSTITUTE | O | 557,242 | SHARED SVCS. AGREEMENT |
| (4) NACD CORPORATE DIRECTORS INSTITUTE | Q | 359,225 | SHARED SVCS. AGREEMENT |
| (5) NACD CORPORATE DIRECTORS INSTITUTE | S | 406,533 | SHARED SVCS. AGREEMENT |
| (6) NACD CORPORATE DIRECTORS INSTITUTE | R | 125,785 | SHARED SVCS. AGREEMENT |

Part VII Supplemental Information

Provide additional information for responses to questions on Schedule R. See instructions.

Return Reference

Explanation

Schedule R (Form 990) 2021

Additional Data[Return to Form](#)

Software ID:
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