



Increasing Board Diversity through IFC Nominee Directors

About IFC

IFC—a sister organization of the World Bank and member of the World Bank Group—is the largest global development institution focused on the private sector in emerging markets. We work with more than 2,000 businesses worldwide, using our capital, expertise, and influence to create markets and opportunities in the toughest areas of the world. In fiscal year 2018, we delivered more than \$23 billion in long-term financing for developing countries, leveraging the power of the private sector to end extreme poverty and boost shared prosperity.

Our financial products enable companies to manage risk and expand their access to foreign and domestic capital markets. IFC operates on a commercial basis. We invest exclusively in for-profit projects in developing countries, and we charge market rates for our products and services. Our offerings are designed to meet the specific needs of IFC clients in different industries – with a special focus on infrastructure, manufacturing, agribusiness, services, and financial markets.

Our Equity investments provide developmental support and long-term growth capital that private enterprises need. We invest directly in companies' equity, and also through private equity funds. In FY18, equity investments accounted for about \$1.3 billion of commitments we made for our own account.

IFC generally invests between 5 percent and 20 percent of a company's equity. We encourage the companies we invest in to broaden share ownership through public listings, thereby deepening local capital markets.

For more information, visit www.ifc.org

IFC Nominee Directors

IFC nominates directors to serve on the Boards of client companies in which IFC invests equity to add value to such client companies' operations and create shareholder value consistent with IFC's development mandate.

IFC seeks to promote best practices in corporate governance under which Boards of Directors exercise objective and independent judgement and Board members are expected to commit adequate time and attention to their Board responsibilities and act on a fully informed basis, in good faith, with due diligence and care, and in the best interests of the company and the shareholders.



Board Gender Diversity

IFC is building capacity, raising awareness, and expanding the discussion about gender diversity on boards and in business leadership in emerging markets and developing countries—all part of our overall environmental, social, and corporate governance standards.

IFC has developed a comprehensive approach to strengthening the role of women on the boards of its investee companies and aims to progressively build up a strong cadre of internal and external *women nominated by IFC to sit on the boards of the companies* where it has an equity investment.

IFC's ambition is to achieve nominee director gender parity by 2030. Pro-active and more diverse sourcing of qualified candidates has enabled IFC to make rapid progress and it is well on its way to meeting its target of 50% women nominee director by 2030. As of the end of December 2018, 35% of IFC nominated directors were women.

To further grow our bench of potential candidates, we are looking to expand our network of seasoned women board directors who would be interested in potential IFC nominee positions and aligned with IFC's mission and values.

Typical Attributes of IFC Nominee Directors

While each board position has its own requirements, here are a few pointers as to what IFC is typically looking for when sourcing for candidates – regardless of gender:

- Previous board experience
- Willingness to travel to developing countries
- Financial literacy
- Well versed in corporate governance matters
- Knowledge of ESG matters
- Strong interpersonal skills and ability to handle complex relations on boards
- Ability to help improve board processes and decision making
- Regional expertise in developing countries is a plus
- Fluency in a second language other than English might be required (Spanish, French, Chinese, etc.)
- Specific industry/ sector knowledge and an understanding of the impact of new technologies
- Additional expertise in handling material corporate changes (M&A, Restructuring, IPO, etc.)



IFC's Nominee Director Support Center

To better support our nominee directorship program, IFC's launched a Nominee Director Support Center housed in the Legal, Compliance, Risk & Sustainability VPU. The role of the Center is to harness expertise across IFC to pro-actively, strategically and systematically support IFC Nominee Directors in adding value consistent with IFC's development mandate.

Led by Marie-Laurence Guy, the Center works in partnership with Global Equity and Portfolio teams. It draws on the expertise of experienced IFC staff who remain fully embedded in their respective functional units while contributing to the delivery of the ND Support Center.

Key Objectives

- Enable Nominee Directors to perform in the best interest of the companies they serve, in line with IFC's values and mandate and their fiduciary duties. This includes onboarding, continued education and training, as well as knowledge and networking resources.
- Support equity teams with non-transactional systemic solutions and tools related to the management of Nominee Directors. This will include sourcing of candidates, communication templates, evaluation mechanisms and other support.
- Foster IFC's brand and leadership on nominee directorship practices and promote IFC's values and mandate, by sharing knowledge and capitalizing on the IFC experience and results to deliver development impact in emerging markets through the private sector.

For more information, contact:

Marie-Laurence Guy

IFC Nominee Director Support Center

T +1 202 473 3244

M +1 202 684 1961

E Mguy@ifc.org

W www.ifc.org

