

Executive and Governance Committee
January 18, 2012

Establishment of the Nominations Committee

At its retreat last year, the Board agreed to proceed with the establishment of a Nominations Committee. The issue had been discussed in the Executive and Governance Committee earlier in the year, but action had not been taken.

As it now stands, the Committee would work as follows:

Makeup: There would be four members consisting of the senior member from each delegation (Virginia, D.C., Maryland and U.S.), unless the delegation agreed to a different candidate. The members would choose their own chairman. The Board Chairman, if not already a member through the seniority rule, would participate *ex officio* as provided in the Bylaws.

Procedure: Any candidate, or any supporter attempting to encourage a candidate, should so advise the Committee, through any of its members. At a minimum, this information should be available to the Committee at least 30 days before the scheduled election date, whether at the Annual Meeting or some other date. In the absence of volunteers, it would be the Committee's responsibility to find candidates. The Committee would meet as necessary, and make recommendations to the Board, preferably with Board papers for the Annual Meeting, but as late as the morning of the election. The election would not be restricted to the Committee's candidate or candidates; other nominations would be in order.

Establishment: There are three options. The Chairman could establish the Committee with his authority under the Bylaws, adding it to his roster of committees. The second alternative would be to authorize the Committee in the Bylaws. While this is not done for any other Committee, the Nominations Committee is the only one for which the Chairman does not select the members. The third would be to establish the Committee by resolution.

For January 18: The Executive and Governance Committee should make a choice on how to establish the Nominations Committee. If the Chairman option is not taken, a resolution or amendment to the Bylaws would have to be prepared. It could be acted upon at the February Board Meeting.