

THE AMERICAN LAW INSTITUTE

NOMINATING COMMITTEE CHARTER

(Adopted by resolution of the Council on December 7, 2006, and effective on May 17, 2007.
Amended by the Council on May 16, 2011.)

I. Purpose

The Nominating Committee recommends persons to fill officer and other positions as described in this Charter or as requested by the President, Council, or Executive Committee.

II. Membership

The Nominating Committee should not have fewer than seven members and may not have more than nine members, one of whom is the President. After receiving recommendations from the President, the Council appoints the remaining members of the Nominating Committee, including its Chair and, if desired, a Vice Chair. All members of the Nominating Committee must be members of the Council.

III. Meetings

The Nominating Committee meets as often as it determines is appropriate, but not less than once each year (usually in advance of the Annual Meeting). Substantive reviews under § IV.A.7. of this Charter should ordinarily be conducted at an in-person Committee meeting.

IV. Authority and Responsibilities

A. The Nominating Committee's authority and responsibilities are as follows:

1. Identify and recommend to the Council or Executive Committee qualified candidates for election or reelection to the volunteer offices, to the Council, and to the Executive and Audit Committees, and to any other committee or position for which the Nominating Committee may be delegated the responsibility of submitting nominations or otherwise as requested by the President, Council, or Executive Committee, including to fill any vacancy that is anticipated or that arises.

2. Function as a search committee for qualified candidates for a new Director, acting on the instructions of the Executive Committee.

3. Determine the appropriate qualifications for filling any particular position, including that of the Director, for which the Nominating Committee has the responsibility to recommend or nominate candidates.

4. Generate and periodically report to the Executive Committee succession plans for the Institute's volunteer officers.

5. Establish procedures to allow Institute members to propose to the Nominating Committee candidates to be considered for election to the Council, and consider any qualified candidates so proposed.

6. When considering candidates for the Council, the Executive Committee, or the Audit Committee, consider the desired skills and characteristics of new members in light of the then-current composition of the body.

7. Before determining whether any volunteer officer or member of the Council, Executive Committee, or Audit Committee should be recommended for another term, conduct a substantive review of the person's past attendance and contributions and assess the likelihood of future participation and performance if reelected or reappointed.

8. Move into nomination on the floor of the Annual Meeting, on behalf of the Council, the Council-approved candidates for election or reelection to the Council.

9. Make recommendations to the Council or Executive Committee concerning the appropriate size of the Council.

B. In advance of a Nominating Committee meeting to perform any of its responsibilities, the Chair of the Committee, or upon request of the Chair any other member of the Committee, should ordinarily consult with the President and the Director and may consult with other officers or members of the Council.