

## Establishment of the Nominations Committee

At its January 18 meeting, the Executive and Governance Committee agreed to the establishment of a Nominations Committee and to the general terms of its operation, and unanimously recommended that the Board take the necessary action to do so. This paper accompanies a proposed resolution establishing the Nominations Committee.

A Nominations Committee has been under consideration since 2011, and has been discussed three times in the Executive and Governance Committee and again at the Board Retreat. Final agreement on the terms was reached in January.

The purpose of such a committee is to regularize the selection of officers at the Annual Meeting and to minimize potentially divisive disputes. Nominations committees are common, especially in large organizations, and basic rules for their structure and operation are found in Roberts Rules of Order Newly Revised, which under Airports Authority Bylaws are applicable on procedures not addressed in its Bylaws or Resolutions.

The basic rule is that a Chairman should not appoint a Nominations Committee. For that reason, the Executive and Governance Committee has decided to establish it separately from the annual “MWAA Board Committee and Membership” document that the Chairman issues.

Thus the proposed resolution would both establish the Committee and set its membership. As agreed, the Committee would consist of the senior Member from each jurisdiction appointing Members to the Authority. The Members from each jurisdiction could, however, agree to another candidate. As provided in the Bylaws for other committees, the Chairman, if not the senior Member of his or her delegation, would participate *ex officio*. The members of the Nominations Committee, however, would elect their own chairman, presumably at the first meeting of the year.

Prescribed procedures for the Committee are minimal. A candidate for office or any supporter would be expected to notify the Committee through any of its members, at least thirty days before a scheduled election, currently at the Annual Meeting in November. In the absence of volunteers, the Committee would be responsible for finding candidates. Meetings of the Committee would be set by its chairman, and the Committee would be expected to report to the Board before the Annual Meet-

ing. The Committee could make any recommendation it chooses, on the basis of any internal process it chooses. A slate of candidates it may produce, however, would not necessarily be exclusive; at any election, nominations from the floor would always be in order.

Initially the Committee would consist of Mame Reiley, H.R. Crawford, Michael Curto and Bob Brown.

Prepared by the Board Office  
January 31, 2012

## Proposed Resolution

### Establishing the Nominations Committee

WHEREAS, The Board of Directors has concluded that a Nominations Committee will improve the dynamic of its annual election of officers;

WHEREAS, The structure of a Nominations Committee has been discussed at length in meetings of the Executive and Governance Committee and at a Board Retreat;

WHEREAS, By its nature, a Nominations Committee should not be established and appointed by the Chairman, as all other Committees are under the By-laws; and

WHEREAS, The Executive and Governance Committee has reached consensus on the terms, now, therefore, be it

RESOLVED, That the Nominations Committee is hereby established, consisting of four members, each of whom shall be the senior member of each group of Members appointed by the same officer;

2. That the Committee shall elect a chairman, at whose call the Committee shall meet;

3. That candidates wishing to serve as Officers of the Authority, or Members intending to advance a candidate, shall so notify any member of the Committee;

4. That the Committee shall report to the Board nominations of one or more candidates for offices subject to election at the Annual Meeting; and

5. That the Committee shall comply with applicable provisions of the By-laws that are not inconsistent with this Resolution.

*Recommended by the Executive and Governance Committee on  
January 18, 2012  
For Consideration by the Board of Directors on February 15, 2012*