

## REPORT TO THE NOMINATIONS COMMITTEE

September 2017

Beginning in 2011, the Board considered and studied, through its Executive and Governance Committee, and at a subsequent Board Retreat, the establishment of a Nominations Committee that would be responsible for reporting nominations to the Board of one or more candidates for offices subject to election (Chairman, Vice Chairman and Secretary). On January 18, 2012, the Executive and Governance Committee unanimously recommended that the Board take action necessary to establish the Nominations Committee. On January 31, 2012, the Board Office prepared a paper, a copy of which is attached as Attachment 1, that summarizes the basic rules governing, criteria for membership and work of the Nominations Committee, as recommended on January 18. The paper states the rules as follows:

1. That the Chairman of the Board should not appoint a Nominations Committee, and that the Nominations Committee should be established separately from the other MWAA Board Committees;
2. That the Committee would consist of the senior Member from each jurisdiction appointing Members to the Authority's Board, but the Members from each jurisdiction could agree to a different committee representative if they so decided;
3. That consistent with the Authority Bylaws, the Chairman of the Board, if not the senior Member of his or her delegation, would participate on the Nominations Committee *ex officio*; and
4. That the Nominations Committee would elect its own chairman.

The Board office paper also summarized the recommended procedures for the Committee as follows:

1. 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.
2. In the absence of volunteers, the Committee would be responsible for identifying candidates.
3. Meetings of the Committee would be set by its chairman, and the Committee would be expected to report to the Board its recommendations on the basis of any internal process it chooses, before the Annual Meeting.
4. Any slate of candidates recommended by the Nominations Committee would not be exclusive; at any election, nominations from the floor would always be in order.

Subsequently, on February 15, 2012, the Board adopted Resolution No. 12-6, a copy of which is attached as Attachment 2, formally establishing the Nominations Committee.

In accordance with the Board paper concerning the formation of the Nominations Committee and Board Resolution No. 12-6, establishing the Nominations Committee, the members of the 2017 Nominations Committee are: Directors Earl Adams (Maryland); Barbara Lang (District of Columbia); Caren Merrick (Virginia); and Nina Wells (the United States).

To ensure that elected officers are in place by January 1, in accordance with Article I, Section 3 of the Bylaws of the Airports Authority, the proposed schedule for the Nominations Committee is as follows:

- Confirm Committee Membership and elect Committee Chairperson at its first meeting (September 20)
- Distribute correspondence that candidates wishing to serve as Officers or Members intending to advance a candidate would be expected to notify the Committee (in writing) through any of its members no later than Friday, October 6 (September 20)
- Finalize a list of the Committee's candidates recommended to be advanced as officers and inform the entire Board of the Committee's candidates (no later than Friday, November 10)

Nominations from the floor for all offices will be in order at the November 15 Board Meeting.

Pursuant to Article VII, Section 3 of the Authority's Bylaws, the November 15 Board Meeting is the date of the 2017 Annual Meeting of the Airports Authority for the election of a Chairman, Vice Chairman, and Secretary.

Prepared by the Board Office  
September 2017

## 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



**RESOLUTION NO. 12-6**

**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;**

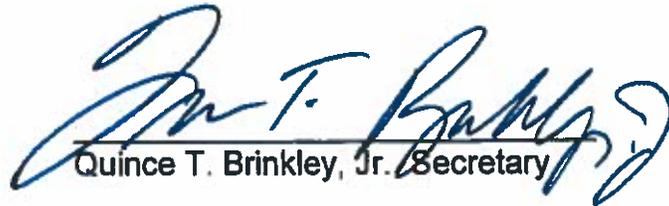
**2. That the Committee shall elect a chairman, at whose call the Committee shall meet;**

**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.

Adopted February 15, 2012

  
Quince T. Brinkley, Jr. Secretary