

Board of Directors of the John D. and Catherine T. MacArthur Foundation

CHARTER OF THE NOMINATING COMMITTEE

Purpose, Responsibility, and Authority

The by-laws of the Foundation establish a number of standing committees, including the Nominating Committee. The primary responsibility of the Committee is to assist the Board (i) oversee the composition and effectiveness of the Board and its Committees and (ii) identify director nominees to recommend to the Board. In that regard, the Committee will also have the authority and responsibility to:

- Review the size and composition of the Board and consider the profile of the Board as a whole in terms of diversity, age, skills, and experience;
- Nominate directors (and, as applicable, non-directors) to serve on the standing committees of the Board;
- Review the functioning, performance, and effectiveness of the Board and its committees on a periodic basis;
- Establish criteria for the recruitment of Board candidates and evaluate new candidates for nomination by the Board as directors;
- Recommend qualified candidates to the Board;
- Review the suitability of continued Board service by each director at the expiration of interim terms of directors; and
- Assist in the orientation of new directors.

Membership

The Committee shall consist of three or more directors appointed by the Board. The Committee may also invite directors to attend from time to time on an ex-officio basis. All members shall be entitled to be indemnified for their service on the Committee in accordance with the provisions of the resolution dated July 8, 1980.

Meetings

The Committee will meet as circumstances require, but at least once each year. The Committee may meet by telephone or videoconference. A quorum for the meeting shall consist of three members. The Chair of the Committee as selected by the Board shall preside at the meeting. In the absence of the Chair, the Chair of the Board shall designate a director to serve as interim chair, which may be the Chair of the Board.

Board Reports

The Committee will report to the Board on a periodic basis on the results of its meetings. The Committee will keep a written record of its decisions.