

THE AMERICAN LAW INSTITUTE

GOVERNANCE COMMITTEE CHARTER

(Adopted by resolution of the Council on December 7, 2006, and effective on May 17, 2007.
Last amended on January 16, 2015.)

I. Purpose

The Governance Committee advises the President and the Council or Executive Committee with respect to the effectiveness of the governance structure and practices of the Institute.

II. Membership

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

III. Meetings

The Governance Committee meets as often as it determines is appropriate, but not less than once each year.

IV. Authority and Responsibilities

The Governance Committee's authority and responsibilities are as follows:

- A. Periodically review the Institute's basic governance policies, procedures, and practices (including Bylaws, Council Rules, and Committee Charters), and conflicts-of-interest policies and procedures, and, as appropriate and desirable, recommend amendments or other improvements.
- B. Periodically request each Standing Committee to review its Charter (including the Appendix to Standing Committee Charters) and to recommend desired amendments, if any, and review the responses received.
- C. Prepare drafts of any amendments to the Institute's governance documents or policies and procedures concerning governance or conflicts of interest that the Governance Committee decides to propose, or as requested by the Council or Executive Committee.
- D. Periodically ask the President and Director for suggested revisions to the Institute's governance policies, procedures, or practices.

E. Review the annual report of the Director regarding the Institute's experience under the procedures set forth in the *Policy Statement and Procedures on Conflicts of Interest with Respect to Institute Projects*.

F. Periodically review the performance and effectiveness of the Council and the Executive Committee with respect to the governance of the Institute.

G. Advise the President and the Council or Executive Committee regarding (1) appropriate responsibilities, size, structure, and practices of the Council and Standing Committees, (2) duties of officers and management staff, (3) governance and conflicts-of-interest issues that arise from time to time, and (4) changes in applicable law that may affect governance and conflicts-of-interest matters.

H. To the extent it deems appropriate, retain outside advisers.