

MEMO# 13564

May 30, 2001

POTENTIAL CANDIDATES FOR COMMITTEE MEMBERSHIP

[13564] May 30, 2001 TO: DIRECTOR SERVICES COMMITTEE No. 7-01 RE: POTENTIAL CANDIDATES FOR COMMITTEE MEMBERSHIP As we have discussed, the Director Services Committee is being restructured to increase the number of independent directors on the committee and to provide for greater rotation of the membership. With respect to the rotation of membership, a class structure is being adopted in which the members of each class will serve for three years, then "sit out" for at least one year. These changes are intended to allow additional independent directors the opportunity to serve on the committee. At the committee meeting in April, members were asked to suggest names of independent directors they would recommend to serve on the committee. These names will be considered by the membership committee (Dorothy Berry, Lucy Benson and John Hill). They will evaluate the current membership of the committee and all candidates in an effort to promote representation of large and small funds, as well as funds using various distribution channels. Six candidates will be presented to the full committee at the meeting next October. A number of questions about this process were raised at the committee meeting and are addressed below. Committee members requested more information about the Investment Company Institute generally and the committee specifically that they could use in explaining this role to prospective candidates. Brief descriptions of the Institute, as well as the Director Services Committee are attached to this memorandum. The committee description includes a discussion of the anticipated time commitment of committee membership, i.e., the number of committee meetings each year, participation in programs, comment on draft letters or other materials relating to directors. The committee decided that members should first contact potential nominees to determine their level of interest. If, for some reason, this is not possible or desirable, I will contact them. Committee members should explain that nominees are being sought for a pool of candidates from which six new committee members will be selected; the call is not an immediate invitation for committee membership. Committee members should request nominees' resumes and forward them to me no later than August 31, 2001. I will then provide all resumes, along with relevant information on the fund complex, to the membership committee for consideration. Decisions on the candidates will be made at the October committee meeting; the three-year term of service will begin in January 2002. If you have any further questions concerning this new committee membership process, please contact me at 202/326-5813 or Dawn-Marie Driscoll at 941/945-3150. Marguerite C. Bateman Associate Counsel

Attachment Attachment (in .pdf format)

abridged and therefore incomplete. Communications from the Institute do not constitute, and should not be considered a substitute for, legal advice.