The Council’s By-Laws provide for a Board consisting of thirty-five Directors (plus the President, ex officio), divided into five classes of seven Directors. Each class serves for a term of five years. In each class, three Directors are elected by the membership and four are appointed by the Board.

Directors with terms expiring on June 30, 2012, were Fouad Ajami, Sylvia Mathews Burwell, Kenneth M. Duberstein, Stephen Friedman, Carla A. Hills, Jami Miscik, and Robert E. Rubin.

The Nominating and Governance Committee was composed of Mary McInnis Boies (Chair), Madeleine K. Albright, Sylvia Mathews Burwell, Kenneth M. Duberstein, Nancy A. Jarvis, Kenneth I. Juster, Maria Elena Lagomasino, Edward J. Mathias, Jami Miscik, Theodore Roosevelt IV, Stanley S. Shuman, G. Richard Thoman, R. Keith Walton, and Christine Todd Whitman. On December 6, 2011, the Chair invited the Council membership to propose possible candidates. The Nominating and Governance Committee met on February 22, 2012, to consider the pool of names suggested by Council members for the three elective vacancies. Mindful of its mandate to consider “the need for diversity with regard to age, sex, race, geographical representation, and professional background,” the Nominating and Governance Committee developed the following slate of nominees for the Class of 2017: Sylvia Mathews Burwell, Dan E. Caldwell, Peter B. Henry, Karen Parker Feld, Mona K. Sutphen, and Margaret G. Warner. (Incumbent directors eligible to serve another term recused themselves from deliberations on their own candidacies.) On March 23, 2012, Council members were notified of the slate and of the petition process available to them in accordance with the By-Laws. No petition candidate was put forth. A ballot was sent to all Council members on May 1, 2012.

At the Annual Meeting for the Election of Directors on June 5, 2012, 1,624 members participated in person or by proxy, fulfilling the quorum required by By-Law V. No name was written on thirty or more ballots cast at the meeting, and, therefore, no one was nominated for the 2013 election by the write-in procedure outlined in the By-Laws. Sarah A.W. Fitts, Ernest T. Patrikis, and Nancy Young served as election overseers. The following nominees were elected for five-year terms beginning July 1, 2012, and expiring June 30, 2017: Sylvia Mathews Burwell, Peter B. Henry, and Margaret G. Warner.

At its June 14 meeting, the Board also appointed four Council members to serve five-year terms as Directors in the Class of 2017, beginning July 1, 2012, and expiring June 30, 2017: Stephen Friedman, Carla A. Hills, Jami Miscik, and Robert E. Rubin. Two additional directors were appointed: Muhtar Kent to fill a vacancy in the Class of 2016, and Vin Weber to the Class of 2014 to replace Henry R. Kravis, who stepped down on June 30, 2012. Carla A. Hills and Robert E. Rubin were reappointed as co-chairs and David M. Rubenstein was appointed vice chairman.