

APPENDIX D

AMERICAN RETIREMENT CORPORATION

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

Purpose

The purpose of the Nominating and Corporate Governance Committee of the Board of Directors (the “Committee”) of American Retirement Corporation (the “Company”) is to provide assistance to the Board of Directors in identifying and recommending candidates qualified to serve as directors of the Company, to review the composition of the Board of Directors, to develop, review and recommend governance policies and principles for the Company, and to review periodically the performance of the Board of Directors. The Committee shall make regular reports to the Board of Directors and shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board.

Powers and Duties

The powers and duties of the Committee are as follows:

1. Identify qualified candidates to serve as members of the Company’s Board of Directors.
2. Review the qualifications of incumbent directors to determine whether to recommend them as nominees for reelection.
3. Review and consider candidates who may be suggested by any director or executive officer of the Company, or by any stockholder if made in accordance with the Company’s charter, bylaws and applicable law.
4. Recruit and recommend qualified candidates for new or vacant positions on the Company’s Board of Directors.
5. Recommend, after reviewing their qualifications, directors to serve as members of the various committees of the Board of Directors.
6. Review considerations relating to board composition, including size of the board and the criteria for membership on the Board of Directors. The considerations relating to director qualifications shall include diversity, independence, experience, expertise and skills.

7. Review and recommend corporate governance policies and principles for the Company, including those relating to the structure and operations of the Board of Directors and its committees.
8. Review annually the performance of the Board of Directors, assess its contribution to the Company and consider whether additional powers and responsibilities of the Board are needed to allow it to more effectively oversee the business and affairs of the Company.
9. Make such recommendations to the Board of Directors as the Committee may consider appropriate and consistent with its purpose, and take such other actions and perform such services as may be referred to it from time to time by the Board of Directors, including the engagement of any outside advisor, at the Company's expense, it may deem necessary or appropriate.
10. Review annually its own performance.

Meetings

The Committee shall meet at least annually and more frequently as necessary or appropriate. Special meetings of the Committee may be called on two hours notice by the Committee Chairman. A majority of the Committee shall constitute a quorum, and the Committee shall act only on the affirmative vote of a majority of the members present at the meeting. The Committee shall maintain minutes of all meetings documenting its activities and recommendations to the Board.

Composition of Committee

The Committee shall be comprised of not less than two, nor more than five, Board members, including a Committee Chairman, designated by the Board of Directors, each of whom shall meet the independence requirements of the New York Stock Exchange and any other applicable legal and regulatory requirements.