

National Association of Corporate Directors New York Chapter Inc.

GOVERNANCE COMMITTEE CHARTER

Purpose

The Governance Committee considers and makes recommendations to the Board of Directors concerning the appropriate size and composition of the Board, and assists the Board in fulfilling its responsibilities relating to developing and implementing sound governance policies and practices. In furtherance of this mission, the Committee is responsible for: identifying and proposing to the Board qualified individuals to be considered potential candidates for membership of the Board; periodically reviewing the Governance Guidelines, committee charters and Chapter policies, and recommending any appropriate changes; and recommending Director assignments to Board committees.

Membership

The Committee shall be composed of two or more Directors appointed by the Board. The Board shall designate the Chairman or Co-Chairs of the Committee.

Meetings

The Committee shall meet at least twice annually or more frequently as it shall determine is necessary to carry out its duties and responsibilities. The Chairman will schedule regular meetings; additional meetings may be held at the request of two or more members of the Committee, the President, or the Chairman of the Board. Meetings of the Committee are open to all Directors and Sponsor representatives interested in supporting the Committee in its efforts, and the Committee may seek advice and participation of other advisors and supporters as it deems appropriate.

Duties and Responsibilities

In carrying out its responsibilities, the Committee shall propose, develop and oversee chapter efforts to:

1. Periodically review and assess the Chapter's criteria and approach for consideration and election of members of the Board, as well as this Charter, and recommend any appropriate changes to the Board for approval.
2. Periodically review the composition of the Board and its committees with regard to the competencies, skills and attributes of their respective members as they relate to the needs of the Chapter. The Board seeks members with diverse backgrounds who, together, provide competency in corporate governance, leadership, and management, as well as expertise across a wide range of industries and professions. The Board's goal is to consist primarily

of listed and private company directors, while recognizing the important contributions that can be made by nonprofit directors and representatives of top corporate management, institutional investors and other key stakeholders.

3. As required, conduct searches for prospective new Directors candidates based on the criteria set forth in the Governance Guidelines and the needs of the Chapter. The Committee will review and evaluate the needs of the Chapter and the qualifications of prospective directors in consultation with the Chairman and the President.
4. Recommend committee assignments and chairmanships of committees for approval by the Board in consultation with the Chairman of the Board and the President, while taking into account the preferences of individual Directors for such assignments.
5. Oversee the orientation of new Board members and keep the Board informed of continuing educational opportunities for its members.
6. Periodically review the Chapter's governing documents and recommend any appropriate changes to the Board.
7. Monitor and review the Chapter's policies and procedures relating to compliance with laws and regulations, its Code of Ethics, and Conflicts of Interest policies.
8. Maintain minutes of meetings and report to the Board the results of Committee meetings.
9. Perform such other duties as are necessary or appropriate to further the Committee's purposes, or as the Board may from time to time assign to it.

The Committee shall liaise with NACD National staff as necessary and appropriate.