



GOVERNANCE & SUSTAINABILITY COMMITTEE CHARTER

FUNCTION:

To assist the Board of Directors in (i) identifying and selecting appropriate candidates for the Board, organizing the structure, responsibilities and performance of the Board and its Committees; and (ii) oversight of the Corporation's sustainability, corporate responsibility, public policy advocacy and political activities.

MEMBERSHIP:

The Governance & Sustainability Committee shall consist entirely of directors who satisfy the independence requirements of the New York Stock Exchange. Committee members and the Committee Chair will be appointed by the Board and may be removed by the Board in its discretion. The Committee shall have the authority to delegate any of its responsibilities to subcommittees of one or more persons, including persons who are not directors, as permitted by law and applicable stock exchange regulations, as the Committee may deem appropriate.

RESPONSIBILITIES:

1. **General.** Review and recommend the size, composition, organization and responsibilities of the Board and its Committees.
2. **Corporate Governance Guidelines.** Review and assess as necessary the adequacy of the Corporation's Corporate Governance Guidelines and any similar policies and recommend any proposed changes to the Board for approval.
3. **Charter Documents.** Review and assess as necessary the content of the Articles of Incorporation, By-Laws and all Committee charters and recommend any proposed changes to the Board for approval.

4. **Selection of Directors/Nominees for Director.** Recommend to the Board criteria (such as independence, relevant experience, and leadership) for the selection of individuals to be considered as candidates for the Board. In addition, except where the Corporation is legally required by contract, bylaw or otherwise to provide third parties with the ability to nominate directors, the Committee shall:
 - identify individuals qualified for election as directors, consistent with criteria approved by the Board;
 - recommend to the Board a slate of directors to be nominated for election by the shareholders at the Corporation's annual meeting;
 - recommend candidates to the Board to fill any vacancies; and
 - oversee the Corporation's policy and process for consideration of director candidates recommended by shareholders.
5. **Director Orientation.** Oversee the Board's orientation process and programs.
6. **Committee Composition.** In consultation with the Lead Independent Director or independent Chair of the Board (if so designated), evaluate eligibility for and recommend to the Board the membership of its Committees and the Committee Chairs.
7. **Offers of Resignation.** Consider any offer of resignation from an incumbent director, whether such offer is required under the Corporation's Corporate Governance Guidelines or otherwise, and recommend to the Board what action the Board should take with respect to the resignation.
8. **Board and Committee Evaluations.** In consultation with the Lead Independent Director or independent Chair of the Board (if so designated), develop procedures for and conduct the annual review of the performance of the Board and its Committees.
9. **Director Succession Planning.** In consultation with the Lead Independent Director or independent Chair of the Board (if so designated), conduct periodic succession planning reviews with respect to Board members, taking into account the Corporation's policies on director tenure.
10. **Corporate Responsibility Matters.** Oversee the Corporation's overall approach to sustainability and corporate responsibility matters, including:
 - alignment of such activities with the Corporation's strategy;
 - identification of the sustainability-related topics that are most relevant and important to the Corporation and any goals or aspirations related thereto;
 - the Corporation's environmental stewardship practices;

- social and political issues and risks impacting the Corporation (other than the human capital matters overseen by the Compensation & Human Capital Management Committee and the supply chain matters overseen by the Audit & Risk Committee);
 - the Corporation's philanthropy and community engagement activities; and
 - external reporting on sustainability and corporate responsibility matters.
11. **Public Advocacy and Political Activities.** Oversee the Corporation's policies and practices regarding public policy advocacy and political activities, including the process for selecting issues for engagement, lobbying activities, political contributions with corporate funds (including support of other organizations that may engage in political activity), and the activities of any political action committee organized by the Corporation.
 12. **Reporting to the Board.** Provide the Board with regular reports of the activities of the Committee.
 13. **Consultants and Advisors.** Possess the sole authority to retain or terminate, as it deems necessary or appropriate, search firms to be used to identify director candidates and any other consultants or outside advisors to assist in discharging its responsibilities. The Corporation will provide appropriate funding, as determined by the Committee, for payment of any resource engaged for this purpose and for all other administrative expenses necessary for the Committee to carry out its duties.
 14. **Committee Evaluation.** Annually evaluate the performance of the Committee.