

**THE AMERICAN NATIONAL RED CROSS
BOARD OF GOVERNORS**

**GOVERNANCE AND BOARD DEVELOPMENT COMMITTEE
CHARTER**

I. PURPOSE

The Governance and Board Development Committee (the “Committee”) is appointed by the Board of Governors (the “Board”) of The American National Red Cross (the “Corporation”). The purpose of the Committee is to: (1) take a leadership role in shaping the corporate governance of the Corporation, including developing, recommending to the Board, and reviewing on an ongoing basis the corporate governance principles and practices that should apply to the Corporation; (2) identify and consider persons for election or appointment to the Board and the committees of the Board, in collaboration with the Chairman and the CEO, and for appointment to the Board of Trustees of the Endowment Fund of the Corporation (the “Board of Trustees of the Endowment Fund”) and the Investment Committee of the Corporation (the “Investment Committee”), and to submit its recommended candidates to the Board; (3) conduct an annual performance evaluation of the Board; (4) formulate and provide to the Board a description of the skills and attributes desired of Board members; and (5) lead the annual review of the performance of the committees of the Board.

II. COMPOSITION

The Committee shall be composed of at least three but not more than eight members of the Board. All members of the Committee shall be appointed and be subject to removal by the Board in accordance with the Corporation’s Bylaws.

III. AUTHORITY AND RESPONSIBILITIES

In furtherance of the Committee’s purpose, the Committee shall have the following authority and responsibilities:

1. Develop and recommend to the Board criteria, processes and practices to identify and evaluate prospective candidates for the Board to create an inclusive and diverse pool of prospective Board candidates.
2. Actively identify, recruit, seek, interview and assess prospective candidates for the Board, including those nominated by delegates of Chartered Units in accordance with the Bylaws taking into consideration the strategic direction and focus of the Corporation at the time and the competencies needed to carry out the governance responsibilities of the Board. Members of the Committee, in collaboration with the Chairman and the CEO, shall

participate in active outreach and recruiting efforts of prospective Board candidates.

3. Review from time to time, but at least annually, the standards to be applied by the Board in making determinations as to whether a member of the Board is deemed independent, and recommend to the Board any modifications to these standards.
4. Identify Board members qualified to fill vacancies on any committee of the Board (including the Committee), recommend that the Board appoint the identified member or members to the respective committee and recommend to the Board any member of a committee that should be removed from such committee.
5. Oversee efforts to identify, recruit, seek, interview and assess prospective candidates for membership on the Board of Trustees of the Endowment Fund and the Investment Committee. Determine whether the identified outside industry representatives have the qualifications set forth in the charters of the Board of Trustees of the Endowment Fund and the Investment Committee to serve on the Board of Trustees of the Endowment Fund and the Investment Committee. Recommend that the Board appoint such identified candidates to the Board of Trustees of the Endowment Fund and the Investment Committee and recommend to the Board any members for removal.
6. Recommend to the Board from time to time the establishment of any new standing, special or other committees of the Board, any new Board-appointed committees, advisory councils or other bodies as deemed appropriate.
7. Recommend to the Board from time to time changes in the size of the Board or any committee of the Board.
8. Oversee and coordinate, and delegate to management appropriate responsibilities relating to, the orientation, training and mentoring of new members of the Board, committees of the Board, the Board of Trustees of the Endowment Fund, and the Investment Committee, and advise all such members on suggestions for their continuing education and training.
9. Develop and regularly review the process for evaluating the Board's overall performance and effectiveness and make recommendations to the Board and Board committees on governance matters.
10. Conduct an annual evaluation of the performance of the Board and present this evaluation to the Board.

11. Lead the annual review of the performance of the committees of the Board and review from time to time the overall process and framework for self-evaluations by the committees of the Board.
12. Develop and recommend to the Board a set of corporate governance principles applicable to the Corporation to be embodied in the Corporation's Corporate Governance Principles and other appropriate documents and, at least once a year, review and reassess those Principles and recommend any proposed changes to the Board.
13. Consider candidates for Chairman of the Board in the event of a vacancy or anticipated vacancy and submit its recommendation to the Board in accordance with Section 2.4(a)(ii) of the Bylaws.
14. Review from time to time the Bylaws of the Corporation and recommend any proposed changes to the Board for approval.
15. Review from time to time, but at least annually, the Corporation's Code of Business Ethics and Conduct and recommend any proposed changes to the Board for approval.
16. Retain such outside counsel, experts and other advisors as the Committee may deem advisable in its sole discretion. The Committee shall have sole authority to approve related fees and retention terms. With respect to consultants or search firms used to identify Board candidates, this authority shall be vested solely in the Committee.
17. Have such other authority and responsibilities as may be provided in the Corporation's Bylaws or may otherwise be delegated to the Committee by the Board.
18. Perform any other activities consistent with this Charter, the Corporation's Bylaws and applicable law, as the Committee or the Board deems necessary or advisable.
19. Review the results of the annual self-evaluation conducted by the Board of Trustees of the Endowment Fund and the Investment Committee.
20. Review from time to time the adequacy of the charters of the other committees of the Board, advisory councils, the Board of Trustees of the Endowment Fund, the Investment Committee, and any Board-appointed committees or other bodies, recommendations from the foregoing of changes to their respective charters, and recommend any proposed changes to the Board for approval.

The Committee shall keep minutes of all its proceedings and will report its actions to the Board at the next meeting of the Board.

IV. MEETINGS

The Committee shall meet as often as it determines is appropriate to carry out its responsibilities. The Chair of the Committee, in consultation with the other Committee members, shall determine the frequency and length of the meetings and shall set agendas consistent with this charter.

V. QUORUM

A majority of members of the Committee shall constitute a quorum. The act of a majority of the Committee members present at a meeting at which a quorum is present shall be the act of the Committee.

VI. EVALUATION OF COMMITTEE

The Committee shall conduct an annual evaluation of its performance and report the results of such review to the Board. In connection with the annual review, the Committee shall also recommend to the Board any modifications of this Charter that the Committee deems necessary or appropriate.