



Goodrich Corporation
Board of Directors
Committee on Governance Charter
(Amended through February 2004)

1. Committee on Governance.

There shall be a Committee of the Board of Directors to be known as the Committee on Governance (the "Committee").

2. Purpose, Duties and Responsibilities.

The Committee shall:

- (a) Identify individuals qualified to serve as board members, and recommend to the Board of Directors, from time to time and in accordance with the provisions of the By-Laws of the Company, candidates to be nominated for election as members of the Board of Directors by the shareholders at any Annual Meeting thereof, or by the Board of Directors during the interim between such annual meetings, to fill vacancies caused by retirement, death, inability to serve, resignation, an increase in the number of the members of the Board of Directors, or other reason;
- (b) Receive comments from all directors and review annually the performance and contributions of each individual Director and the Board of Directors as a whole, to be discussed annually with the full Board;
- (c) Annually review and reassess the adequacy of the Company's Guidelines on Governance and recommend any proposed changes to the Board for approval;
- (d) Consider and make recommendations to the Board of Directors regarding the size and composition of the Board, the ratio of non-employee to employee Directors, compensation of Directors, frequency and format of Board meetings, committee structure, and service on committees;
- (e) Review periodically executive management performance, succession planning and management development; and,

- (f) Develop and periodically review the qualifications profile for Board of Director candidates, and make recommendations to the Board of Directors regarding director orientation and continuing education.

3. Composition and Term of Office.

The Committee shall consist of not less than three members of the Board of Directors, each of whom shall meet the independence requirements of the New York Stock Exchange. The Board of Directors shall appoint the members of the Committee. The Board may replace Committee members.

4. Meetings.

The Committee shall meet as often as may be deemed necessary or appropriate and at such times and places as it shall determine, shall record the action taken at such meetings, and shall report to the full Board with respect thereto. A majority of the members of the Committee shall constitute a quorum. In the absence of the Chair, the Committee will designate an acting Chair, who shall preside. The Committee shall act only on the affirmative vote of a majority of the members at a meeting or by unanimous written consent. The Committee may form and delegate authority to subcommittees when appropriate.

5. Advisors.

The Committee shall have sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm's fees and other retention terms. The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to any firm or advisor retained by the Committee.

6. Self-Evaluation.

The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Committee shall annually review and evaluate its own performance.