

## **DELPHI CORPORATION**

### **CORPORATE GOVERNANCE AND PUBLIC ISSUES COMMITTEE CHARTER**

#### **I. Purpose of the Corporate Governance and Public Issues Committee**

The Corporate Governance and Public Issues Committee shall assist the company's Board of Directors (the "Board") in matters relating to service on the Board, including size, composition and the identification of individuals qualified to become board members.

The Committee is also responsible for recommending to the Board appropriate corporate governance guidelines applicable to the company ("Corporate Governance Guidelines") and a code of business conduct and ethics ("Code of Business Conduct and Ethics") as required by the listing requirements of the New York Stock Exchange. The Committee shall advise the Board with respect to the company's policies and procedures regarding compliance with applicable laws and regulations and with the company's Corporate Governance Guidelines and Code of Business Conduct and Ethics.

#### **II. Membership on the Corporate Governance and Public Issues Committee**

The Committee shall consist of at least two directors appointed by the Board. Each Committee member must meet the then applicable independence requirements, and must have such additional qualifications and experience, if any, as may from time to time be required by the New York Stock Exchange, or the Securities Exchange Act of 1934 and any other applicable rules and standards of the Securities and Exchange Commission (the "Applicable Rules and Standards").

Committee members may be removed by the Board at any time.

#### **III. Scope of the Committee's Duties and Responsibilities**

1. From time to time, as vacancies on the Board or any Board committee occur, the Committee shall actively seek qualified individuals and recommend their nomination to the Board. The Committee shall evaluate potential candidates for nomination against the director qualification standards set forth in the company's Corporate Governance Guidelines and against the independence and other requirements set forth in the Applicable Rules and Standards and with due consideration of the skills and experience of the continuing members of the Board and each Board committee in the context of the needs of the Board. The Committee will review stockholder suggestions for nominees submitted in accordance with the procedures governing submission of stockholder proposals specified in the company's bylaws. The Committee shall also recommend to the Board director-nominees for each Board committee and to serve as the Lead Independent Director.
2. The Committee shall receive comments from all directors and report annually to the Board with an assessment of the Board's performance, which will be discussed with the full Board following the end of each fiscal year.
3. The Committee shall review and reassess the adequacy of the company's Corporate Governance Guidelines and Code of Business Conduct and Ethics at least annually and recommend any proposed changes to the Board for approval.
4. If a search firm is employed to assist in the identification of director candidates, the Committee will have the sole authority to retain and terminate the search firm, and the sole authority to approve the firm's fees and other retention terms. The Committee shall also have the authority to obtain advice and assistance from internal or external legal, accounting or other advisors.

5. The Committee shall periodically review its scope, policies, and procedures, including, on an annual basis, reviewing and reassessing the adequacy of this Charter and recommend any proposed changes to the Board for approval. The Committee will also annually review its own performance.
6. The Committee shall meet, in person or by telephone, at such times as its members deem necessary, but at least once a year and shall make regular reports to the Board. The Committee may form, and delegate authority to, subcommittees when appropriate.