

## **Donaldson Company, Inc. Corporate Governance Committee Charter**

### **PURPOSE**

The primary purposes of the Corporate Governance Committee are (1) to identify and recommend individuals qualified to become members of the Board of Directors, consistent with criteria approved by the Board; (2) to oversee the annual evaluation of the Board and its committees; (3) to recommend director nominees for the class of directors that will stand for election at the annual meeting and for director vacancies; and (4) to develop and recommend to the Board a set of corporate governance principles applicable to the Company.

### **MEMBERSHIP**

The Committee and its chair will be appointed by the Board and will consist solely of directors who meet the independence requirements of the New York Stock Exchange. Members of the Committee shall be elected by a vote of the Board to serve a term of one-year. Committee members and the Chairperson may serve successive one-year terms. Members of the Committee are subject to removal at any time by a majority of the Board.

### **FUNCTIONS**

The Committee, to the extent it deems necessary or appropriate, will:

1. review and establish the process and criteria for the selection of director candidates and director qualification standards. The Committee will identify individuals qualified to become members of the Board, consistent with such criteria and standards.
2. review and establish the process for the consideration of director candidates recommended by shareholders.
3. recommend to the Board a slate of nominees for election to the Board at the annual meeting of shareholders and one or more nominees for each vacancy on the Board that occurs between annual meetings of shareholders.
4. make recommendations to the Board regarding the size and composition of the Board and
5. recommend to the Board the committee structure, qualified members of the Board for membership on committees of the Board and the selection of committee chairs.
6. review and establish the process for shareholders to communicate with the Board.
7. review the company's corporate governance principles and recommend changes to the Board as appropriate.
8. recommend to the Board the compensation and benefit programs for directors.

9. oversee the annual self-evaluation of the Board and its committees.
10. conduct an annual performance evaluation of the Corporate Governance Committee.
11. provide regular reports of its activities to the Board.

## **MEETINGS**

The Committee will meet not less than two times annually, or more frequently as determined by the Board or the Committee. A majority of the members of the Committee will constitute a quorum for the transaction of business.

## **RESOURCES AND AUTHORITY**

The Committee will have the resources and authority appropriate to discharge its responsibilities, including the authority to use internal personnel and to engage external search firms to identify director candidates, and will have sole authority to retain and terminate any such search firm and to approve the fees and other retention terms related to the appointment of such firm. The Committee will have the authority to obtain advice and assistance from internal or external legal, accounting or other advisors.