

# **GENERAL MOTORS CORPORATION DIRECTORS AND CORPORATE GOVERNANCE COMMITTEE CHARTER**

## **Purpose**

The primary objectives of the Directors and Corporate Governance Committee of the Board of Directors of General Motors Corporation are to identify individuals qualified to become Board members, and to recommend that the Board elect the director nominees for the next annual meeting of stockholders or to elect such directors in the interim; to lead in the annual review of Board performance; and to develop and recommend to the Board a set of corporate governance guidelines.

## **Membership**

The Committee shall be comprised of no fewer than three members, all independent, and shall satisfy the New York Stock Exchange Listing Standards for the nominating/corporate governance committee memberships and such other requirements as shall be provided in the Corporation's Bylaws or as the Board shall otherwise determine.

The members of the Committee and the Committee Chair shall be appointed, and may be replaced, by the Board upon consideration of the recommendations of the Directors and Corporate Governance Committee. Ordinarily, changes in Committee composition and leadership shall be considered at the annual organizational meeting of the Board. However, the Board reserves the authority to make changes to Committee composition and leadership at any time. Committee members and the Chair shall serve until they are replaced, they resign, or their successors are duly elected and qualified.

## **Meetings**

The Committee shall meet as often as may be deemed necessary or appropriate, but no fewer than three times annually. The Committee may ask members of management or others to attend meetings or to provide relevant information. The Committee shall periodically meet in executive session absent GM management.

The Committee shall maintain a high degree of independence both in establishing its agenda and directly accessing various members of management.

## **Responsibilities and Duties**

The Committee shall be responsible for matters related to service on the Board of Directors of the Corporation and associated issues of corporate governance. To fulfill its responsibilities, the Committee shall:

1. From time to time, conduct studies of the size and composition of the Board of Directors and review with the Board the criteria for Board membership
2. Review the qualifications of individuals for consideration as director candidates and individual director candidates recommended by stockholders for election. Among the qualifications considered in the selection of candidates: broad-based business skills and experiences, prominence and reputation in their profession, a global business and social

perspective, concern for the long-term interests of the stockholders, and personal integrity and sound judgment. In addition, directors must have time available to devote to Board activities and to enhance their knowledge of the global automotive industry

3. Prior to each annual meeting of stockholders, recommend to the Board of Directors the individuals to constitute the nominees of the Board of Directors, for whom the Board will solicit proxies. In the interim between annual meetings, recommend to the Board of Directors candidates to be elected Directors by the Board
4. Be responsible for the orientation process for new Directors and advising independent Directors on suggestions for their continuing education
5. Conduct studies and make recommendations to the Board regarding compensation of Directors
6. Make recommendations annually to the Board as to the independence of Directors as defined by GM's Bylaws and the requirements set forth by the Securities and Exchange Commission, the New York Stock Exchange, and other applicable regulatory authorities
7. After consultation with the Chairman and Chief Executive Officer, formally review each Director's continuation on the Board every five years
8. After consultation with the Chairman and Chief Executive Officer and taking into consideration the preferences of individual directors, recommend to the Board the membership, including the chair, of each standing committee
9. Arrange and facilitate on a regular basis meetings of the Board in executive session (with a minimum of two annually) to be chaired by the Chairman of this Committee. In this capacity, the Chair will be the Presiding Director and is also responsible for advising the Chief Executive Officer of decisions reached, and suggestions made, at these sessions. The Presiding Director will have other duties as this Committee and the independent directors determine
10. In consultation with the Chairman and the Chief Executive Officer, assure review at Board meetings of topics suggested by Directors
11. Monitor the compliance with the Corporate Governance Guidelines
12. Periodically review and recommend to the Board revisions, as appropriate, to the Board's Corporate Governance Guidelines
13. Receive comments from all Directors and review annually the overall effectiveness of the Board and recommend improvements where warranted
14. After discussion with the independent Directors, the Presiding Director shall communicate to the Chairman and the Chief Executive Officer the Board's annual evaluation of his or her performance versus goals and objectives previously established by the Board
15. Review annually Committee performance (including its effectiveness and compliance with the Charter) and the adequacy of this Charter, and make procedural changes as necessary

16. Regularly report on Committee activities and findings to the Board
17. Review and make recommendations regarding stockholder proposals pertaining to Board governance and Directors
18. Have and exercise such other powers, authority and responsibilities as may be determined by the Board of Directors
19. Review policy requests to serve on outside for-profit boards for all executives
20. Review related party transactions with directors and similar issues.

The responsibilities and duties set forth above are meant to serve as a guide, with the understanding that the Committee may diverge from the specific duties enumerated as necessary or appropriate given the circumstances.

### **Committee Authority**

The Committee shall undertake any other action or exercise such other powers, authority and responsibilities as necessary or appropriate to the discharge of the responsibilities and duties set forth in this Charter or the Corporation's Bylaws, or otherwise required by the Listing Standards of the New York Stock Exchange or other applicable laws, rules or regulations, or as shall otherwise be determined by the Board.

In discharging its responsibilities and duties, the Committee is empowered to investigate any matter brought to its attention that it determines to be within the scope of its authority with full access to all books, records, facilities and personnel of the Corporation. The Committee has the power to retain outside counsel or other consultants or experts for this purpose, or to advise the Committee, and shall receive funding from the Corporation to engage such advisors.

The Committee shall have the sole authority to retain (and terminate), set retention terms and approve the fees of any search firm used to identify director candidates or any outside counsel or advisor it seeks to provide such advice as the Committee shall deem necessary to the discharge of its responsibilities and duties.

The Committee may delegate authority to individuals or subcommittees when it deems appropriate. However, in delegating authority it shall not absolve itself from the responsibilities it bears under the terms of this Charter.