

GREEN MOUNTAIN POWER CORPORATION
BOARD OF DIRECTORS
GOVERNANCE COMMITTEE CHARTER
(Adopted October 6, 2003, Amended February 14, 2005)

PURPOSE:

The purpose of the Governance Committee shall be to develop and recommend to the Board of Directors appropriate corporate governance guidelines and policies, to monitor and evaluate the implementation of such guidelines and policies, to identify individuals qualified to act as directors and to recommend director nominees to the board.

COMPOSITION AND MEETINGS:

- The governance committee shall be composed of at least three independent members of the board of directors, as defined by the Company's Corporate Governance Guidelines and the requirements of the New York Stock Exchange as then in effect. Members shall be appointed by the board to serve for a term or terms as determined by the board and may be removed by the board.
- The chair of the Governance Committee shall be elected by the board of directors and shall serve for a term as determined by the board.
- Meetings of the Governance Committee may be called by its chair or by request of a majority of the committee membership.
- The Governance Committee may form and delegate authority to subcommittees when appropriate.

RESPONSIBILITIES AND DUTIES:

The Governance Committee shall:

1. Review issues and developments related to corporate governance issues and formulate and recommend governance practices and policies, including the Corporate Governance Guidelines, for consideration by the board of directors.

2. Seek, screen and recommend directors to be elected or reelected by the board whose experience and expertise meet the current and future needs of the Company and satisfy the Board's criteria, described in the Company's Corporate Governance Guidelines, for the selection of new directors.
 - If necessary, the Governance Committee may engage the services of an executive search firm to identify new director candidates. The Governance Committee shall have sole authority to retain and terminate any such search firm and shall have sole authority to approve such firm's fees and retention terms.
 - Oversee that directors whose terms are expiring express, in writing, their interest with regard to continued service on the board.
 - Consider written recommendations from shareholders of the Company regarding potential nominees for election as directors.
3. Consult with the chair of the board with respect to composition and leadership of the various board committees.
4. Periodically review practices and policies with respect to the composition and size of the board; selection and tenure of board and committee members; and propose such changes as may be appropriate to the board of directors.
5. Oversee the processes for the annual evaluation of the:
 - a. Chair of the board and the chairs of each standing committee;
 - b. Chief Executive Officer and officer-level senior management; and
 - c. Board of directors and each of its standing committees, including the Governance Committee.
6. Make regular reports to the Board of Directors.