

GREAT PLAINS ENERGY INCORPORATED

GOVERNANCE COMMITTEE CHARTER

Revised February 7, 2006

I. Purpose

There shall be a Governance Committee whose members shall be appointed by the Board of Directors to assist the Board in the oversight of the Company.

The Governance Committee's primary purposes are to:

- Assist the Board in monitoring the effectiveness of the Company and its subsidiaries.
- Develop, recommend and monitor a set of appropriate corporate governance principles applicable to the Company.
- Identify and recommend to the independent directors of the Board individuals qualified to become board members.
- Proactively identify and as appropriate, adopt, governance best practices relating to effective processes for Board evaluation.
- Ensure the succession planning process for senior management positions.
- Monitor the effectiveness of the Company's social responsibility program in meeting community needs and supporting the Company's business goals and strategic intent.

The Governance Committee has the ability to retain, at the Company's expense, consultants or experts as it deems necessary in the performance of its duties.

II. Organization

The Governance Committee shall be composed of three or more directors, all of whom shall be independent directors. Directors shall be appointed and removed from the Committee as provided in the Company's By-Laws. The Committee shall meet at such times as it determines to be necessary or appropriate, but not less than once a year. The Governance Committee shall identify an Advising Director on Social Responsibility from among its independent directors to advise the Board periodically, but not less than twice a year, on strategic philanthropy, employee volunteer activities, and environmental stewardship which meet community needs and support the Company's business goals and strategic intent. The Governance Committee may delegate its duties and responsibilities to a subcommittee of its members.

III. **Duties and Responsibilities**

The Governance Committee shall assist the Board particularly with respect to matters relating to governance as follows:

1. Review and monitor the effectiveness of the organization structure in meeting the overall objectives and goals of the organization.
2. Assist the Board by identifying, attracting and recommending candidates for board membership in view of pending additions, resignations or retirements based on criteria set forth in the Company's corporate governance guidelines.
3. Retain and terminate, in its sole authority, any search firm to be used to identify director and chief executive officer candidates, including the approval of the search firm's fees and other retention terms.
4. Review current directors and new director nominees and make recommendations to the independent directors of Board regarding nominees for the next annual meeting of shareholders.
5. Review and recommend to the independent directors of the Board a candidate for the position of lead director.
6. Submit to the Board recommendations as to (i) the appropriate committee structure for the effective governance of the Company; (ii) the appointment and removal of members to such Board committees; and (iii) the chairperson of each committee in accordance with the Board's guidelines for committees.
7. Manage and oversee the Board and the Company management performance review process to ensure the Board and Company management are fulfilling their responsibilities in a manner that effectively serves the interests of the shareholders of the Company.
8. Ensure that appropriate succession and development plans are in place for senior management positions.
9. Provide oversight and make recommendations to the Board with respect to the adoption of and compliance with governance policies and principles for the Company and its subsidiaries.
10. Receive, review and respond to shareholder correspondence on behalf of the Board.

11. Annually perform a self-assessment of the Governance Committee's performance.
12. Advise and assist the Board through the Company's Social Responsibility Committee in reviewing and monitoring corporate contributions, employee volunteer engagement, and environmental stewardship to support and benefit the community and the Company's business goals and strategic intent.
13. Review the Governance Committee Charter annually.
14. Review the Corporate Governance Guidelines annually.
15. Report all significant actions and findings to the Board.