



Mellon Financial Corporation  
Charter of the Corporate Governance and Nominating Committee of  
the Board of Directors

I. PURPOSE

The Corporate Governance and Nominating Committee is appointed by the Board of Directors for the following purposes:

- Reviewing and making recommendations to the Board of Directors with respect to the corporate governance policies and practices of the Corporation.
- Developing and recommending to the Board of Directors a set of corporate governance principles applicable to the Corporation.
- Identifying individuals qualified to become Board members consistent with criteria approved by the Board of Directors and recommending persons to be nominated by the Board of Directors for election as Directors of the Corporation.
- Recommending to the Boards of Directors of significant subsidiaries slates of persons to be nominated as Directors of such subsidiaries.
- Nominating a candidate for election to the Board of Directors of the Corporation in the event any vacancy may occur in the interval between shareholders' meetings.
- Overseeing the evaluation of the Board of Directors and, unless performed by the Human Resources Committee, the Corporation's senior managers.

The Corporate Governance and Nominating Committee has the authority to conduct any investigation appropriate to fulfilling its responsibilities, and it has direct access to anyone in the organization. The Corporate Governance and Nominating Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, at the Corporation's expense, approve the fees and other retention terms of and terminate special counsel or other experts or consultants, as it deems necessary or appropriate, without seeking approval of the Board of Directors or management.

II. COMPOSITION, MEETINGS AND PROCEDURES

Corporate Governance and Nominating Committee members shall be independent Directors who meet the requirements from time to time of the New York Stock Exchange applicable to members of a nominating/corporate governance committee such as this Committee. The Committee shall be comprised of three or more directors as determined by the Board of Directors.

Corporate Governance and Nominating Committee members, including a Chair and a Vice Chair, shall be appointed by the Board of Directors on recommendation of the Corporate Governance and Nominating Committee and serve at the pleasure of the Board. If the Committee Chair is not present at a meeting of the Committee, the Vice Chair shall preside. The Corporate Governance and Nominating Committee shall fix its own rules of procedure which shall be consistent with the Corporation's By-Laws and this Charter.

Except as limited by law, regulation or the rules of the New York Stock Exchange, the Corporate Governance and Nominating Committee may form subcommittees for any purpose that it deems appropriate and may delegate to such subcommittees such power and authority as it deems appropriate.

The Committee shall meet at least annually, or more frequently as circumstances dictate. The Chair of the Committee or a majority of its members may call a meeting of the Committee in addition to any regularly scheduled meeting. The Committee shall maintain minutes of its meetings and regularly report to the Board of Directors on significant actions it has taken.

### III. RESPONSIBILITIES AND DUTIES

The Corporate Governance and Nominating Committee shall:

1. Review and reassess the adequacy of this Charter periodically and submit the Charter to the Board of Directors for approval.
2. Develop and recommend to the Board of Directors, and review annually, Board Policies which represent the corporate governance principles of the Corporation, including the compensation for those Directors of the Corporation and Mellon Bank, N.A. who are not employees of the Corporation or any of its subsidiaries and the responsibilities of the Committees of the Boards of the Corporation and Mellon Bank, N.A. The Board Policies shall include the Board's criteria for selecting new directors.
3. Annually consider and recommend to the Board of Directors the size of the Board of Directors.
4. In advance of the annual shareholders' meeting each year and consistent with criteria approved by the Board of Directors, recommend persons to be nominated by the Board of Directors for election as Directors of the Corporation. The Committee shall consider candidates recommended by the Corporation's shareholders in accordance with the procedures set forth in the Corporation's annual proxy statement.

5. Nominate a candidate for election to the Board of Directors of the Corporation in the event any vacancy may occur in the interval between shareholders' meetings and recommend to the Board of Directors the class of Directors in which the individual should serve.
6. When considering a person to be recommended for nomination as a Director of the Corporation, consider the skills and background needed by the Corporation and possessed by the person, diversity of the Board (in all aspects of that term) and the ability of the person to devote the necessary time to service as a Director (including directorships held at other corporations and organizations).
7. When considering a person to be recommended for re-nomination as a Director of the Corporation, consider, among other factors, the attendance, preparedness, participation and candor of the individual as well as the individual's satisfaction of the criteria for the nomination of Directors set forth in the Board Policies.
8. Have sole authority to retain and terminate any search firm or consultants to be used to identify Director candidates, including sole authority to approve the search firm's or consultants' fees and other retention terms.
9. Recommend appointments of Directors as members of Committees of the Boards of Directors of the Corporation and Mellon Bank, N.A. Recommendations should consider the qualifications for membership on each Committee, the desirability of rotation of directors among Committees and any limitations on the number of consecutive years a Director should serve on any one Board Committee.
10. Nominate candidates for election as members of any Regional Boards and Advisory Boards of the Corporation's subsidiaries.
11. Approve the service of the Chairman and Chief Executive Officer to other institutions and organizations and approve indemnification for such service.
12. Approve benefit plans for members of any Regional Boards and members of the Boards of the Corporation's subsidiaries.
13. Oversee the evaluations of the Board of Directors and Committees of the Board and, unless performed by the Human Resources Committee, the Corporation's senior managers.
14. Annually conduct an evaluation of its performance.

15. Review and recommend to the Board of Directors policies regarding Director stock ownership.
16. Monitor the orientation and continuing education of Directors.
17. Periodically review donees of charitable contributions by the Corporation and the Mellon Financial Corporation Fund for potential conflicts of interest, or the appearance thereof, with Directors of the Corporation.
18. Have sole authority to select, retain and terminate any consulting firm retained to assist in the evaluation of Director compensation, including sole authority to approve the firm's fees and other retention terms.
19. Oversee certification of compliance with the Mellon Financial Corporation Code of Ethics for Members of the Board of Directors.
20. Perform any other activities consistent with this Charter, the Corporation's By-Laws and governing law as the Board of Directors shall specifically delegate to the Corporate Governance and Nominating Committee.