

Radian Group Inc.

**RADIAN**

**Governance  
Committee Charter**

February 2005

## **Governance Committee Charter**

The Governance Committee (“Committee”) is a committee of the Board of Directors (the “Board”) of Radian Group Inc. (the “Company”). Its functions are to:

1. Identify and recommend to the full Board individuals qualified to become directors for nomination by the Board and election by the stockholders, by reference to a number of criteria, including appropriate diversity and experience to assure a board that serves as a source of both informed governance about the Company and its businesses and thoughtful advice and counsel to the CEO.
2. Recommend to the full Board members of the Board of Directors to serve on committees of the Board that the Board deems appropriate and duly creates to perform its oversight responsibilities.
3. Recommend to the full Board members of the Board to be designated as chair of each of the Board’s committees.
4. Recommend to the full Board appropriate performance criteria, for both the Board acting as a collective body and individual Board members’ contributions. Such criteria include: level of director attendance, preparedness, participation and candor.
5. Regularly examine the governance process in light of external and internal issues, making appropriate recommendations for change to the full Board.
6. Conduct an annual assessment that provides an objective performance evaluation of the Board, its committees (including the Governance Committee itself) and the individual members of the Board, and report findings to the full Board with appropriate recommendations.

## **Composition**

The membership of the Committee shall consist of at least three members of the Board, each of whom shall be independent within the meaning of the Company’s Guidelines of Corporate Governance, the listing standards of the New York Stock Exchange and the rules of the Securities and Exchange Commission. Members shall be appointed by the Board from time to time; each member shall serve a one year term (the period from one annual stockholders’ meeting to the next) but may be removed by the Board at any time. The Board upon the recommendation of the Committee shall designate committee members and their chairs. Committee members shall be chosen based on their competence and ability to add substance to the deliberations of the Committee.

## **Authority and Responsibilities**

The Committee is granted authority to conduct interviews and make recommendations for qualified persons to serve as directors. This authority is applicable to both employee and non-employee directors. The Committee is empowered to retain and terminate persons, as necessary, to assist in fulfilling its responsibilities, including approving the fees charged by and other retention terms of such persons. The Committee has the sole authority to retain, approve the compensation of and terminate search firms used to identify director candidates.

Matters to be addressed annually by the Committee shall include:

- Assessing the composition of Board committees;
- Recommending individuals to stand for election by the stockholders of the Company at the annual stockholders' meeting, and evaluating individuals recommended by stockholders to serve as directors of the Company;
- Recommending members of the Board to serve as members of committees and as chairpersons; and
- Reviewing the adequacy of the Company's Guidelines of Corporate Governance developed by the Committee and recommending any changes to the Board for approval.

The Committee may also assess and review the contributions of existing Board members and assess the skills, areas of expertise and background of directors to assure there is an appropriate and diverse mix of individuals that supports the oversight of the Company and its strategic plan.

## **Attendance**

Members of the Committee are expected to be present at all meetings. As necessary, the Chair of the Committee may request that members of management, consultants or others, which it may deem as appropriate, be present at Committee meetings.

## **Meetings**

The Committee is to meet at least semi-annually, with additional meetings when circumstances require, as determined by the Committee Chair. Minutes of each meeting are to be prepared by or under the direction of the Secretary of the Company. The

Secretary will maintain a permanent record of minutes and will distribute minutes to members of the Committee and directors who are not members of the Committee.

Approved February 8, 2005