

# **The Southern Company**

## **Governance Committee**

### **Charter**

#### **Function**

The Governance Committee of the Board of Directors (the "Committee") is charged with the responsibility of the oversight of the composition of the Board and its committees, identification and recommendation of individuals to become Board members, determination of non-employee directors compensation, maintenance of a statement of corporate governance guidelines, and coordination of performance evaluations of the Board and its committees.

#### **Duties and Responsibilities**

The Committee shall:

- Develop and revise, as appropriate, Board membership criteria. Primary consideration is to be given to the then current needs of the Board that are present at that time.
- Recommend the number of directors to comprise the Board at any given time.
- Evaluate and recommend nominees for election to the Board at annual meetings of stockholders and persons to fill vacancies that may occur between annual meetings of stockholders. The Committee will review its recommendation with the Chief Executive Officer. The Committee shall have:
  - the sole authority to retain and terminate any search firm to be used to identify director candidates, and
  - the sole authority to approve the search firm's fees and other retention terms.
- Determine the independence of directors pursuant to rules and guidelines as set forth in applicable exchange listing agreements, the SEC, and federal or state legislation. Review with the Board for its consideration the relations and transactions considered by the Committee and the reasons for its decisions for the Board's consideration in the determination of director independence.
- Direct the Committee Chairman, or the Chairman's designee, along with the Chief Executive Officer, to extend invitations for Board membership to prospective directors.
- Recommend membership of the standing committees to the Board at least annually and from time to time review the stated responsibilities of Board's committees including its own membership.
- Review annually outside board memberships of the Chief Executive Officer.
- Review the Company's corporate governance guidelines as needed and recommend any changes to the Board.

- Review total compensation for non-employee directors at least annually and recommend any changes to the Board.
- Establish and review appropriate director education and new director orientation programs.

### **Membership**

The Committee shall be composed entirely of independent directors.

### **Evaluations**

The Committee will set evaluation criteria for its performance and conduct, at least annually, a performance evaluation of its activities. The Committee is responsible for an annual performance evaluation of the Board and for assuring that at least annually each committee of the Board performs a performance evaluation and reports that evaluation to the Committee.

### **Meetings**

The Committee shall meet at such times as deemed appropriate by the Chairman of the Committee or any two of the members of the Committee. A quorum for the transaction of any business by the Committee shall be a majority of the members of the Committee. The act of a majority of the directors serving at any meeting of the Committee at which a quorum is present shall be the act of the Committee. The Committee shall meet in executive session as it deems appropriate.

The Committee shall make regular reports to the Board of Directors