

**SYSCO CORPORATION
CORPORATE GOVERNANCE AND NOMINATING COMMITTEE
CHARTER**

Corporate governance is a structure within which directors and management can pursue effectively the objectives of the Corporation for the benefit of all its stakeholders (employees, customers, shareholders and suppliers).

Description of the Committee

The Committee shall consist of a minimum of three directors. The Committee shall recommend for Board approval actions that enhance the Board's effectiveness in fulfilling its responsibilities. The Committee shall present recommendations to the entire Board with respect to Board composition, oversight processes and qualified candidates for election and re-election as directors. The composition of the Committee shall at all times comply with New York Stock Exchange rules regarding independence.

Duties of the Committee

The Committee shall:

- A. Identify, evaluate and recommend to the Board nominees for election as directors at each annual meeting of stockholders of the Corporation, and as otherwise required, whose experience and expertise will provide added value to the Board's oversight responsibilities based upon criteria approved by the Board of Directors. In identifying and considering candidates, the Committee will be mindful of the importance of a diversely composed Board as well as the ability of each nominee to meet the time requirements of a Board position.
- B. Recommend to the Board qualification criteria for both existing and new Board members as well as making recommendations as to the size of the Board.
- C. Recommend officers for election by the Board and identify those officers who are subject to Section 16 of the Securities Exchange Act of 1934.
- D. Oversee the process for the evaluation of the performance of management, particularly the Chief Executive Officer, and members of the Board, both collectively and individually.
- E. Annually evaluate the performance of the Committee and its members.
- F. Annually evaluate the performance of the Board and its members.
- G. Develop and recommend to the full Board the form, amount and terms of compensation for the non-employee members of the Board of Directors.
- H. Have sole authority to retain, determine the terms of engagement and compensation of and terminate any consulting firm that will assist in the evaluation of Director compensation.

- I. Provide guidance and make recommendations to the Board on current and prospective Director benefit plans, including incentive compensation and equity-based plans.
- J. Be responsible for reviewing and making recommendations to the Chairman of the Board and the Board regarding:
 - 1. The organization and effectiveness of the board, including its composition and processes;
 - 2. The appointment of Committee members, Committee chairmen and responsibilities of the Committees of the Board;
 - 3. The Rules of Order for the Board Meetings, Committee Meetings and Stockholder Meetings;
 - 4. Succession planning for senior management positions and reviewing plans for management development;
 - 5. SYSCO's Shareholder Rights Plan and SYSCO's Bylaws and Certificate of Incorporation;
 - 6. Shareholder proposals;
 - 7. A set of corporate governance guidelines applicable to the Corporation; and
 - 8. Educational program for current Board members and orientation for new Board members.

Process

- A. Committee members shall be appointed by the full Board and shall serve until the earlier of their resignation or removal by the Board.
- B. Committee meetings shall be led by a Chairman appointed by the Board, and if no Chairman is present at a meeting of the Committee at which a quorum is present, a majority of the members of the Committee may elect an acting chairman of the meeting. The Committee shall have authority to delegate any decisions to a subcommittee of the Committee, provided that a full report of any action taken is promptly made to the full Committee. The Committee Shall meet a minimum of four times in each fiscal year.
- C. All Committee actions shall be promptly reported to the full Board.
- D. The Committee shall have sole authority to retain, determine the terms of engagement and compensation of and terminate any search firm that will be used to identify director candidates.