

# TARGET CORPORATION



## POSITION DESCRIPTION

### CORPORATE GOVERNANCE COMMITTEE

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#### **FUNCTION:**

To develop and recommend to the Board of Directors a set of corporate governance principles applicable to the Corporation, and to monitor and assess the adequacy of their implementation.

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#### **MEMBERSHIP:**

The Corporate Governance Committee shall consist entirely of directors who satisfy the independence requirements of the New York Stock Exchange. Committee members will be appointed by the Board and may be removed by the Board in its discretion. The Committee shall have the authority to delegate any of its responsibilities to subcommittees as the Committee may deem appropriate, provided the subcommittees are composed entirely of independent directors.

#### **RESPONSIBILITIES:**

1. Develop, oversee and recommend to the Board a set of corporate governance principles applicable to the Corporation.
2. Provide an ongoing review and assessment of the corporate governance principles, Business Conduct Guide and any similar policies and recommend any proposed changes to the Board for approval.
3. Meet with the Corporation's internal compliance officers and review and respond to any conduct or ethics issues raised by such officers.
4. Periodically review the adequacy of the Corporation's Business Conduct Guide or any other similar compliance programs and the performance of the internal compliance officer and make recommendations for any changes as necessary.
5. Oversee the Board's orientation process and programs.
6. Possess sole authority to retain or terminate, as it deems necessary or appropriate, consultants or outside advisors to assist with the foregoing functions. The Corporation will provide appropriate funding, as determined by the Committee, to compensate any such consultants or other advisors.
7. Report regularly and propose any necessary action to the Board.

8. Annually evaluate its own performance and the adequacy of its Position Description.