

# **BRADY CORPORATION CORPORATE GOVERNANCE COMMITTEE CHARTER**

**Approved by the Board of Directors on September 9, 2003**

## **Purpose**

The primary objectives of the Corporate Governance Committee are to assist the Board by: (1) identifying individuals qualified to become Board members and recommending that the Board select the director nominees for each next annual meeting of shareholders; (2) developing and recommending to the Board a set of effective corporate governance policies and procedures applicable to the Corporation; (3) recommending to the Board the members of other Board Committees and the Chairs of each Committee; and (4) together with the Compensation Committee, reviewing succession plans for key executives.

## **Committee Membership and Procedure**

The Committee shall consist of no fewer than three members, each of whom shall satisfy the independence requirements of the New York Stock Exchange and any other applicable regulatory requirements. The members of the Committee shall be appointed by the Board and shall serve until such member's successor is duly elected and qualified or until such member's earlier resignation or removal. The Board shall have the power at any time to remove members of the Committee, change the membership of the Committee and fill vacancies in it.

The Committee's Chair shall be designated by the Board or, if it does not do so, the Committee members shall elect a Chair by vote of a majority of the Committee. The Chair of the Committee will preside at each meeting of the Committee and, in consultation with the other members of the Committee, shall set the frequency and length of each meeting and the agenda of items to be addressed at each meeting. The Chair will ensure that the agenda for each meeting is circulated in advance of the meeting.

Except as expressly provided in this Charter or the bylaws of the Corporation, the Committee may fix its own rules of procedure.

## **Committee Authority and Responsibilities**

The Corporate Governance Committee shall have the power and authority of the Board to perform the following duties and to fulfill the following responsibilities:

- Develop recommendations on the size and composition of the Board.
- Review possible candidates for Board membership consistent with the Board's criteria for selecting new directors.

- Annually recommend a slate of nominees to the Board with respect to nominations for the Board at the annual meeting of the Corporation's shareholders.
- Develop and recommend to the Board a set of corporate governance principles applicable to the Corporation, review and reassess the adequacy of such guidelines annually, and recommend to the Board any changes deemed appropriate.
- Evaluate the performance of the Board and its members.
- Coordinate Board agenda and meeting schedules.
- Recommend to the Board Committee memberships.
- Maintain an orientation program for new directors and a continuing education program for all directors.
- In conjunction with the Chief Executive Officer and the Compensation Committee, develop the CEO's mission and objectives, succession for the CEO and other senior executives, officers and key group managers, and annual evaluation of the performance of the Chief Executive Officer.
- Recommend appropriate compensation for directors.
- As deemed necessary, retain and terminate any search firm to be used to identify director candidates and approve the search firm's fees and other retention terms. The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.
- Review and reassess the adequacy of this Charter as appropriate and recommend any proposed changes to the Board for approval. The Committee shall annually review its own performance.
- Form and delegate authority to subcommittees when appropriate.
- As appropriate, review the functions of the senior officers of the Corporation and make recommendations about those functions.
- Provide general advice to the Board as a whole on corporate governance matters.

### **Disclosure of Charter**

This Charter will be made available on the Corporation's website.