

## **Governance Committee Charter**

### **Trammell Crow Company Board of Directors**

*As Approved by the Board of Directors  
March 2005*

The Board of Directors (the “Board”) of Trammell Crow Company (the “Company”) has affirmed its support for the continued existence of the Governance Committee (the “Committee”) of the Board.

#### Composition

The Committee shall be composed of at least three members of the Board, all of whom shall satisfy the independence requirements of the rules of the New York Stock Exchange or any higher standard of independence imposed by applicable law or the rules of the Securities and Exchange Commission or the NASDAQ National Market (each Director who satisfies such requirements is referred to herein as an “Independent Director”). One of the Committee members shall serve as chairperson. The Committee and its chairperson shall be appointed, removed and replaced by the Board.

#### Purpose

The purpose of the Committee shall be to:

1. advise the Board concerning appropriate composition of the Board and its committees, including identifying individuals qualified to serve on the Board and its committees;
2. select, or recommend that the Board select, the Director nominees for each annual meeting of the Company’s stockholders;
3. advise the Board regarding appropriate corporate governance practices and assist the Board in achieving them; and
4. perform such other functions as the Board may assign to the Committee from time to time.

#### Duties and Responsibilities

##### A. General

The Committee may from time to time develop and propose for approval by the Board certain corporate governance guidelines (as they may be in effect from time to time, the “Guidelines”), which Guidelines may include provisions relating to:

1. composition of the Board;
2. operation of the Board; and

3. Board interaction with the Company's management.

On an ongoing basis, the Committee shall assist the Board in carrying out the Guidelines, shall monitor the compliance by the Board and its committees with the Guidelines, review and reassess the Guidelines and propose to the Board appropriate revisions to the Guidelines. In addition, the Committee shall do all things necessary to accomplish the purpose of the Committee as described above. The Committee may form and delegate authority to subcommittees consisting solely of members of the Committee.

B. Specific

In addition to its general duties, the Committee also shall have certain specific responsibilities. These shall include:

1. Determine whether each Director and prospective Director is an Independent Director.
2. Monitor and report to the Board any current relationship between any Non-Employee Director and the Company that adversely affects the independent judgment or actions of such Non-Employee Director.
3. Subject to appropriate actions by the Board and the Company's stockholders, assure that the Board contains a majority of Independent Directors.
4. Monitor the size of the Board.
5. Review annually with the Board and Chief Executive Officer the appropriate skills and characteristics required for the Board as a whole and the skills and characteristics actually represented on the Board. In the event that there is not a satisfactory match of such required skills and characteristics with the actual skills and characteristics of the Board, the Committee shall initiate actions designed to create such a satisfactory match.
6. Develop lists of desirable Director candidates who are qualified to become Board members (consistent with any criteria approved by the Board), screen prospective candidates and share information concerning the candidates and the process with the Board, soliciting input from other members of the Board. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify Director candidates and shall have the sole authority to approve the search firm's fees and other retention terms.
7. Extend to each prospective Director approved by the Board the invitation to stand for election to the Board. The Committee's chairperson will normally extend this invitation.
8. In the event that a Director's principal employment responsibilities change (except for internal promotions within his or her organization) and the Director tenders his or her resignation from the Board, the Committee shall recommend to the Board whether or not such resignation should be accepted.

9. Review the contribution made by each Director prior to the time such Director would normally be nominated for reelection. Members of the Committee, however, will not participate in deliberations about their own performance.
10. Assure that the chairperson of each Board committee reports annually to the full Board an assessment of his or her committee's performance.
11. Make recommendations to the Board regarding the director nominees for election at the annual meetings of stockholders or for appointment to fill vacancies.
12. Review annually the need for any changes in the number, charters or titles of Board committees or the Guidelines and discuss any recommendations arising from this review with the full Board.
13. Recommend to the full Board the composition of each committee of the Board and the individual Director to serve as chairperson of each committee.
14. At the beginning of each fiscal year, share with the full Board the Committee's planned agenda for the ensuing year and assure that other Board committees do the same.
15. Recommend to the full Board an officer to be designated as Chief Executive Officer, a Director to serve as Chairperson of the Board, and an Independent Director to be designated as the Lead Director (if the Chairperson of the Board is a member of the Company's management).
16. Seek feedback annually from all Directors on the performance of the Chief Executive Officer, other senior executives, the Chairperson of the Board and the Lead Director and guide the Board's process of appraising their performance, including through delegation to a Committee.
17. Review and monitor the succession plan for the Chief Executive Officer and report periodically to the Board on the status of that plan.
18. Assure that other activities prescribed by the Guidelines are carried out.
19. Provide the Board with regular reports of the Committee's activities.
20. Receive comments from all Directors and report annually to the Board with an assessment of the Board's performance.
21. Evaluate the Committee's performance annually.

## Procedures

### 1. Meetings

The Committee shall meet at the call of its chairperson, preferably immediately before or after regular Board meetings. Meetings may, at the discretion of the Committee, include members of

the Company's management, independent consultants, and such other persons as the Committee shall determine. The Committee, in discharging its responsibilities, may meet privately for advice and counsel with officers or employees of the Company, independent consultants, lawyers or any other persons knowledgeable in the matters under consideration. The Committee may hire independent legal, financial or other advisors as they may deem necessary, without consulting or obtaining the approval of the Board or any officer of the Company in advance. The Committee may also meet by telephone conference call or by any other means permitted by law or the Company's bylaws, as in effect from time to time.

2. Action

A majority of the members of the Committee shall constitute a quorum. The Committee shall act on the affirmative vote of a majority of members present at a meeting at which a quorum is present. Without a meeting, the Committee may act by unanimous written consent of all members.

3. Rules

The Committee may determine its own rules and procedures, including designation of a chairperson pro tempore, in the absence of the chairperson, and designation of a secretary.

4. Chairperson Responsibilities

The chairperson of the Committee shall report to the Board on the Committee's determinations and shall present recommendations for approval whenever necessary or desirable.

5. Secretary Responsibilities

The secretary shall be designated by the Committee and need not be a member of the Committee. The secretary shall attend meetings and prepare minutes.

6. Fees

Each member shall be paid the fee set by the Board for his or her services as a member of the Committee.