



Mellon Financial Corporation
Charter of the Corporate Governance and Nominating Committee of the Board of Directors

I. PURPOSE

The Corporate Governance and Nominating Committee is appointed by the Board of Directors for the following purposes:

- Reviewing and making recommendations to the Board of Directors with respect to the corporate governance policies and practices of the Corporation.
- Developing and recommending to the Board of Directors a set of corporate governance principles applicable to the Corporation.
- Identifying individuals qualified to become Board members and recommending persons to be nominated by the Board of Directors for election as Directors of the Corporation.
- Recommending to the Boards of Directors of significant subsidiaries slates of persons to be nominated as Directors of such subsidiaries.
- Nominating a candidate for election to the Board of Directors of the Corporation in the event any vacancy may occur in the interval between shareholders' meetings.

The Corporate Governance and Nominating Committee has the authority to conduct any investigation appropriate to fulfilling its responsibilities, and it has direct access to anyone in the organization. The Corporate Governance and Nominating Committee has the ability to retain, at the Corporation's expense, special legal, accounting or other consultants or experts it deems necessary in the performance of its duties.

II. COMPOSITION, MEETINGS AND PROCEDURES

Corporate Governance and Nominating Committee members shall be independent directors who meet the requirements of the New York Stock Exchange. The Committee shall be comprised of three or more directors as determined by the Board of Directors.

Corporate Governance and Nominating Committee members, including a Chair and a Vice Chair, shall be appointed by the Board of Directors on recommendation of the Corporate Governance and Nominating Committee and serve at the pleasure of the Board. If the Committee Chair is not present at a meeting of the Committee, the Vice Chair shall preside. The Corporate Governance and Nominating Committee shall fix its own rules of procedure which shall be consistent with the Corporation's By-Laws and this Charter.

Except as limited by law, regulation or the rules of the New York Stock Exchange, the Corporate Governance and Nominating Committee may form subcommittees for any purpose that it deems appropriate and may delegate to such subcommittees such power and authority as it deems appropriate.

The Committee shall meet at least annually, or more frequently as circumstances dictate. The Chair of the Committee or a majority of its members may call a meeting of the Committee in addition to any regularly scheduled meeting. The Committee shall maintain minutes of its meetings and periodically report to the Board of Directors on significant actions it has taken.

III. RESPONSIBILITIES AND DUTIES

The Corporate Governance and Nominating Committee shall:

1. Review and reassess the adequacy of this Charter at least annually and submit the Charter to the Board of Directors for approval.
2. Periodically review, develop and recommend to the Board of Directors Board Policies which represent the corporate governance principles of the Corporation, including the compensation for those Directors of the Corporation and Mellon Bank, N.A. who are not employees of the Corporation or any of its subsidiaries and the responsibilities of the Committees of the Boards of the Corporation and Mellon Bank, N.A. The Board Policies shall include the Board's criteria for selecting new directors.
3. Annually consider and recommend to the Board of Directors the size of the Board of Directors.
4. In advance of the annual shareholders' meeting each year, recommend persons to be nominated by the Board of Directors for election as Directors of the Corporation.
5. Nominate a candidate for election to the Board of Directors of the Corporation in the event any vacancy may occur in the interval between shareholders' meetings.
6. When considering a person to be recommended for nomination as a Director of the Corporation, consider the skills and background needed by the Corporation and possessed by the person, diversity of the Board (in all aspects of that term) and the ability of the person to devote the necessary time to service as a Director (including directorships held at other corporations and organizations).
7. Have sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve the search firm's fees and other retention terms.
8. Recommend appointments of Directors as members of Committees of the Boards of Directors of the Corporation and Mellon Bank, N.A. Recommendations should consider the qualifications for membership on each Committee, the desirability of rotation of directors among Committees and any limitations on the number of consecutive years a Director should serve on any one Board Committee.

9. Nominate candidates for election as members of the Advisory Board of the Corporation and any Regional Boards and Advisory Boards of its subsidiaries.
10. Approve the service of the Chairman and Chief Executive Officer to other institutions and organizations and approve indemnification for such service.
11. Approve benefit plans for members of any Regional Boards and members of the Boards of the Corporation's subsidiaries.
12. Oversee the evaluation of the Board of Directors and, unless performed by the Human Resources Committee, the Corporation's senior managers.
13. Review and recommend to the Board of Directors policies regarding director stock ownership.
14. Monitor the orientation and continuing education of directors.
15. Periodically review donees of charitable contributions by the Corporation and the Mellon Financial Corporation Foundation for potential conflicts of interest, or the appearance thereof, with Directors of the Corporation.
16. Perform any other activities consistent with this Charter, the Corporation's By-Laws and governing law as the Board of Directors shall specifically delegate to the Corporate Governance and Nominating Committee.