

NOMINATING & CORPORATE GOVERNANCE COMMITTEE CHARTER
StanCorp Financial Group, Inc.
Standard Insurance Company

Committee Purpose

The Nominating & Corporate Governance Committee of the Board of Directors of StanCorp Financial Group, Inc. and Standard Insurance Company (the “Company”) is responsible for (a) identifying and making recommendations to the Board regarding individuals qualified to serve as Board members; (b) reviewing and recommending the renomination of incumbent directors; (c) developing and recommending to the Board a set of corporate governance guidelines applicable to the Company and conducting an ongoing assessment of the Company’s governance practices; (d) reviewing and recommending committee appointments; (e) overseeing the adoption of and overall responsibility for the Company’s Business Conduct Program; and (f) performing other related tasks, such as studying the size, committee structure, or meeting frequency of the Board.

Committee Membership

All members of the Nominating & Corporate Governance Committee shall meet all applicable independence requirements of the New York Stock Exchange (“NYSE”). The members of the Committee shall be appointed and removed by the Board of Directors in consultation with the Chairman and the CEO.

Committee Meetings

The Nominating & Corporate Governance Committee shall meet and report to the Board quarterly in conjunction with a regularly scheduled Board meeting or at such other times as deemed necessary by the Committee.

Committee Goals and Responsibilities

In furtherance of its purpose, the Nominating & Corporate Governance Committee authority and responsibilities shall include, but not be limited to, the following:

1. Set the criteria and qualifications for selecting director candidates.
2. Lead the search for qualified candidates to become members of the Board and to select director nominees to be presented for shareholder approval at the annual meeting.
3. Review the structure of each committee of the Board and annually recommend directors to serve as members of each committee.

4. Lead the Board in its annual performance evaluation with the assistance of the Lead Director. The evaluation shall include the solicitation of comments from all directors, coordination of a report to the Board assessing Board and Committee performance and recommendations for improvements in the Board's operations.
5. Develop and recommend a set of corporate governance guidelines to the Board. The Committee shall review these guidelines annually and recommend changes as necessary.
6. Annually review director compensation and benefits in conjunction with the Organization & Compensation Committee.
7. Provide oversight of the Company's Business Conduct Program.
8. Recommend the standards for determining Board member Independence.
9. Conduct an annual performance evaluation of the Committee.
10. Conduct an annual review of the Committee's charter and checklist.

The Committee shall have sole authority to retain any search firm to be used to identify director candidates or other outside advisors as the Committee may deem appropriate in its sole discretion. The Committee shall have sole authority to approve related fees and other retention terms.