

## Governance Committee Charter

The Governance Committee shall:

1. Review and recommend to the Board the compensation structure for the CEO.
2. Review and make recommendations to the Board with respect to the establishment, modification, amendment, and administration of Management incentive or bonus plans, employee benefits and retirement plans.
3. Develop and review director policies and guidelines to submit to Board and, where appropriate, incorporate in Director Handbook; conduct periodic reviews of Director Handbook.
4. Establish and periodically review a detailed list of requirements and expectations for Board members prior to nominations and elections. Review director qualifications as established by the bylaws and make any recommended changes to the Board.
5. Review and make recommendations to the Board regarding new director orientation, ongoing director education and skill development (in respect of directors' service as CHS Directors). Note: Leadership development for directors (in respect of CHS Board leadership positions) shall be the responsibility of the Executive Committee.
6. Review and make recommendations to the Board regarding the appointment of directors to fill vacancies that occur on this Cooperative's Board.
7. Review and make recommendations regarding procedures this Cooperative uses for election of Directors, including nomination, caucusing, and voting.
8. Review and make recommendations regarding the process, procedures, and activities used to conduct any member voting at this Cooperative's annual meeting or any special meeting, including but not limited to the materials used to provide members with notice of any such meeting, other official communications regarding any such meeting, and the selection of the parliamentarian for any such meeting.
9. Review and make recommendations regarding the Board policy and procedures used for the election of Board officers.
10. Review activities of this Cooperative and the Board regarding member relations.
11. Review and monitor director and board performance.
12. Review CHS Inc. website content relating to governance.
13. Review and recommend to the Board the compensation structure for directors.

14. Monitor, review and oversee Board budget including, but not limited to, Board expenses.
15. Conduct periodic review of the CHS governance structure.
16. Review and make recommendations to the Board regarding proposed article and bylaw amendments.
17. Annually review the Governance Committee charter.

Adopted: 8/5/10

Re-Approved in Committee: 4/2/14

Revised and Adopted in Executive Committee: 1/6/2015

Re-Approved in Committee: 3/1/2016

Revised and Adopted in Committee: 1/10/17

Approved by the Full Board: 1/12/17

Revised and Adopted in Committee: 7/11/17

Approved by the Full Board: 7/11/17

Approved by Gov. Comm. 1/9/18

Approved by the Full Board: 1/8/2019