

DORIS DUKE CHARITABLE FOUNDATION

Governance Committee Charter

First Adopted May 5, 2014

The Board of Trustees of the Doris Duke Charitable Foundation (the “Board”) hereby establishes the following guidelines for the composition, role, and responsibilities of the Governance Committee (the “Committee”). By written consent, the Boards of Doris Duke Foundation for Islamic Art, Duke Farms Foundation, Doris Duke Management Foundation and Doris Duke Foundation (“affiliated foundations”) have approved the authority of the Committee to act similarly on the behalf of the board of each affiliated foundation.

Composition of the Committee

- The Committee shall be composed of three or more members of the Board.
- Members of the Committee, along with a designated Chairman of the Committee, shall be approved by a vote of the full Board.
- The Committee shall be composed entirely of independent directors of the Board. In this regard, independence is defined as free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Committee.
- No member of the Committee shall accept any consulting, advisory or other compensatory fees from the Foundation or affiliated foundations (other than fees for serving on the Board or any committee thereof).
- All members of the Committee shall be interested in the board’s effectiveness and continuing development as well as recruiting and nominating individuals to serve on the board.

Role and Responsibilities of the Committee

The purpose of the Committee is to assist the Board and the Board of each affiliated foundation in (1) developing and overseeing implementation of policies and procedures regarding the Board leadership and composition, including Board guidelines; (2) determining qualifications and characteristics needed by the Board (3) identifying, screening and reviewing the credentials of potential Board members; (4) recommending to the Board candidates for nomination and appointment to the Board and its committees; (5) assisting in orientation programs for newly appointed members to the Board; (6) evaluating the effectiveness of the Board; (7) reviewing regularly the overall governance of the foundations and recommending improvements when necessary to the full Board.

Meetings and Other Communications

The Committee shall meet periodically at a minimum of once a year and may hold additional meetings if circumstances require.