

**CHARTER FOR THE CORPORATE GOVERNANCE
COMMITTEE OF THE BOARD OF DIRECTORS
OF DONORSCHOOSE.ORG**

Purpose

The Governance Committee (the "Committee") shall assist the Board by: (a) keeping the Board informed of current best governance practices and trends in corporate governance; (b) advising the Board on the skills and experience that should be required of potential board members; (c) developing and recommending to the Board a set of Governance Guidelines; (d) developing standards by which the Board can annually review its own performance; and (e) undertaking such duties as may be delegated to it by the Board from time to time.

Membership

The Committee shall consist of three members of the Board elected by the Board, one of which shall be the Chairman of the Governance Committee. No member of the Committee shall: (i) during the immediately preceding two years, have been an employee of the Corporation; (ii) have an immediate family member who is an employee of the Corporation; and (iii) during the immediately preceding two years or currently, engage in any substantial private business transaction with the Corporation or receive compensation from any private entity that has material business relationships with the Corporation.

Meetings

The Committee Chairman shall preside at all meetings. Meetings may be in person or telephonic and the Chairman shall present any findings or recommendations to the Board. The Committee shall meet annually, and more often as needed. The Committee shall have the authority to delegate to subcommittees and to Corporation staff. A quorum shall consist of two of the members. Minutes shall be kept of each Committee meeting and shall be filed with the corporate records. The Committee shall conduct an annual performance self-evaluation that considers matters related to its responsibilities.

Authority and Responsibilities

The duties and responsibilities of the Governance Committee shall be to:

- a. coordinate and oversee the annual self-evaluation of the role and performance of the Board, its committees, and senior management in the governance of the Corporation;
- b. establish policies to promote honest and ethical conduct by the directors, officers and employees of the Corporation;
- c. develop and recommend to the Board, oversee the implementation and effectiveness of, and recommend modifications as appropriate to any policies or

- documents relating to the governance of the Corporation, including the Corporation's By-Laws and Governance Guidelines;
- d. consider corporate governance issues that arise from time to time and develop appropriate recommendations for the Board regarding such matters;
 - e. review, and as necessary, recommend to the Board any revisions to any Corporation codes of conduct and written policies regarding conflicts of interest;
 - f. review and make recommendations to the Board regarding potential conflicts of interest of individual members of the Board;
 - g. make recommendations on the structure of Board meetings and the skills and experience that should be required of potential board members;
 - h. review, and as necessary recommend to the Board any revisions to Corporation policies regarding the protection of whistleblowers from retaliation; and
 - i. review and assess this Charter annually.

Resources

The Committee shall have the Corporation and resources necessary to discharge its duties and responsibilities, including the right to:

- a. meet with and obtain from staff any information it may require;
- b. obtain advice and assistance from counsel, accounting and other advisors to the Corporation as the Committee deems necessary to fulfill its responsibilities; and
- c. retain, at the Corporation's expense, persons having special competencies, including without limitation, legal, accounting or other consultants and experts as the Committee deems necessary to fulfill its responsibilities.

Governance Committee Reports

The Governance Committee shall report its actions and recommendations to the Board at the next regular meeting of the Board. The Committee shall report to the Board at least annually regarding any proposed changes to this Charter or the Governance Guidelines.