

## **THE LACLEDE GROUP, INC.**

### **CORPORATE GOVERNANCE COMMITTEE CHARTER**

#### **Purpose**

The purpose of the Corporate Governance Committee is to consider and make recommendations to the Board relative to corporate governance and the Board's corporate governance principles as well as to assist the Board of Directors in identifying individuals qualified to become Board members and to recommend to the Board director nominees for election by the Company's shareholders or for appointment by the Board in the event of a vacancy.

#### **Responsibilities**

The Committee shall be responsible for:

- Identifying and recommending to the Board director nominees as required to provide a balance of independence, knowledge, experience and capability on the Board with qualifications in line with those set forth in the Company's Corporate Governance Guidelines;
- Advising the Board on the size and composition of the Board in light of the operating requirements of the Company and current corporate governance practices;
- Making recommendations to the Board regarding corporate governance matters and practices, including the evaluation and effectiveness of the Board; and questions of possible conflicts of interest of Board members and senior executives;
- Evaluating, from time to time, compensation practices and policies relating to director compensation and providing its evaluation to the Compensation Committee for its consideration;
- Reporting to the Board after each of the Corporate Governance Committee's meetings; and
- Performing an annual evaluation of the Corporate Governance Committee's performance.

#### **Membership**

The Corporate Governance Committee shall consist of at least three members of the Board of Directors as the Board shall from time to time determine. Each member shall at a minimum meet the requirements to be "independent" as that term is defined by

the listing standards of The New York Stock Exchange at the time of the member's appointment to the Committee.

The Board of Directors shall approve the members of the Committee on an annual basis at its first meeting following the Annual Meeting of Shareholders. Unless the Board approves a Chair, the members of the Committee shall designate a Chair by majority vote of the members of the Committee. Committee members may be removed from the Committee by the Board of Directors.

### **Meetings**

The Committee shall meet at least once a year or more frequently if circumstances dictate. A majority of the members shall constitute a quorum and a majority of the members present shall decide any question brought before the Committee. The Chair of the Committee shall establish such rules as may from time to time be necessary and proper for the conduct of the Committee's business. The Committee shall have authority to delegate a portion of its authority to such subcommittees as the Committee deems necessary.

### **Consultants**

The Committee shall have the authority, at Company expense, to retain and terminate consultants of its selection to advise it, including the authority to approve the firm's fees and other retention terms.