

# **NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**

## **BOARD OF DIRECTORS POTLATCH CORPORATION**

### **Committee Purpose**

The Nominating and Corporate Governance Committee (the “Committee”) is a standing committee established by the Board of Directors (the “Board”) of Potlatch Corporation (the “Company”) whose purposes are to:

- a. Identify, evaluate, recruit and recommend to the Board for consideration and approval, the individuals to constitute the nominees of the Board for election as Directors at the annual meeting of stockholders or to fill vacancies on the Board; and
- b. Develop and recommend to the Board a set of corporate governance principles applicable to the Company.

### **Committee Membership and Procedures**

The Committee shall consist of a minimum of three Directors, as determined from time to time by the Board, one of whom shall be appointed as Chair of the Committee (the “Chair”). The members and the Chair will be appointed by the Board and shall serve at the pleasure of the Board. A majority of the members of the Committee shall constitute a quorum. The Chair (or in his or her absence a member designated by the Chair) shall preside at all meetings of the Committee. The Chair shall be responsible for leadership of the Committee, including scheduling meetings, preparing agendas and making reports to the Board.

The entire Committee or any individual Committee member may be removed from office without cause by the affirmative vote of a majority of the Board. Any Committee member may resign effective upon giving oral or written notice to the Chairman of the Board, the Corporate Secretary or the Board (unless the notice specifies a later time for the effectiveness of such resignation).

### **Independence and Other Qualifications**

Each Director who serves on the Committee shall meet the objective test of “independence” that has been established by the Board or, in the absence of such test, the Board shall make an individual determination that such member is independent within the meaning of any applicable law or any listing standard or rule established by the New York Stock Exchange and applicable to the Committee.

## **Committee Meetings**

The Committee shall meet at the call of the Chair upon notice given in accordance with the Bylaws of the Company. Meetings may also be called, subject to required notice, at any time by any member of the Committee or by the Chairman of the Board or the Vice Chair of the Board. The Committee may include in its meetings or in separate executive sessions members of management and other persons employed or retained by the Company or the Committee.

## **Delegation to Subcommittee**

The Committee shall have the authority to delegate to a subcommittee consisting of one or more designated members of the Committee the authority to conduct such of the Committee's duties and responsibilities as are provided in the resolutions of the Committee, except to the extent that such delegation is limited by applicable law, regulation or listing standard. The actions of any subcommittee to whom authority is delegated under this paragraph shall be reported to the full Committee.

## **Resources and Authority**

The Committee shall have the resources and appropriate authority to discharge its duties and responsibilities, including the authority to select, retain, terminate, and approve the fees and other retention terms of consultants and other advisors to assist the Committee or a member of the Committee engaged in conducting the Committee's duties and responsibilities as it deems appropriate, without seeking Board approval.

## **Duties and Responsibilities**

The following shall be the common recurring duties and responsibilities of the Committee in carrying out its oversight role. These duties and responsibilities are set forth below as a guide to the Committee with the understanding that the Committee may alter or supplement them as appropriate under the circumstances to the extent permitted by applicable law, regulation or listing standard:

1. Assume a leadership role for the development of the Company's approach to corporate governance issues;
2. Develop and recommend to the Board corporate governance guidelines applicable to the Company and thereafter recommend to the Board any changes deemed appropriate by the Committee;
3. Monitor compliance with Board and Board committee membership criteria;
4. Evaluate annually the Chairman of the Board's performance. The Chair, together with the Vice Chair of the Board (the "Vice Chair"), shall then meet with the Board, including the Chairman of the Board, to

- discuss the results of the evaluation and make any recommendations to the Board for consideration;
5. Evaluate annually the Vice Chair's performance. The Chair shall then meet with the Board, including the Vice Chair, to discuss the results of the evaluation and make any recommendations to the Board for consideration;
  6. Periodically review the Company's Corporate Governance Guidelines and Board committee charters and, as necessary, review the Company's Certificate of Incorporation and Bylaws, as amended to date, and recommend to the Board any revisions to such documents as deemed appropriate by the Committee;
  7. Review the position descriptions for the Chairman of the Board, the Vice Chair and the chairs of the standing committees of the Board and recommend to the Board any changes deemed appropriate by the Committee;
  8. Recommend to the Board a list of Directors to serve as members of each committee of the Board and recommend to the Board a list of committee chair assignments for each committee of the Board, after consultation with the Chairman of the Board, the Chief Executive Officer, the Vice Chair and the individual Directors involved;
  9. Review the size of the Board and recommend to the Board any change in the number of Directors deemed appropriate by the Committee;
  10. Review the qualification standards for Directors as outlined in the Company's Corporate Governance Guidelines and recommend to the Board any changes deemed appropriate by the Committee;
  11. Identify, evaluate, recruit and recommend to the Board for consideration and approval, the individuals to constitute the nominees of the Board for election as Directors at the annual meeting of stockholders or to fill vacancies on the Board;
  12. Establish a policy with respect to the consideration of candidates for nomination as a Director recommended by stockholders of the Company and review any candidates for nomination in accordance therewith;
  13. Consider any offer by a Director to resign as a result of a change in his or her primary job responsibility and make recommendations to the Board for consideration;

14. Review the New Director Orientation Program and the Continuing Director Development Program and recommend to the Board any changes deemed appropriate by the Committee;
15. Conduct, in conjunction with the Vice Chair, the annual self-evaluation of the Board and make recommendations to the Board for consideration;
16. Review the level and form of compensation of Directors taking into account such factors as the Committee deems appropriate including, without limitation, the compensation paid to directors of comparable companies and recommend to the Board any changes deemed appropriate by the Committee;
17. Administer those compensation and benefit plans of the Company which by their terms specify that the Committee is the plan administrator; and
18. Review this Charter and recommend to the Board any changes deemed appropriate by the Committee.

### **Performance Evaluation**

The Committee shall produce and provide to the Board an annual self-evaluation of the Committee, which evaluation shall assess the Committee's performance of its duties and responsibilities set forth in this Charter. The self-evaluation shall be conducted in such manner as the Committee deems appropriate.