

**CHARTER
OF THE
GOVERNANCE AND PERFORMANCE REVIEW COMMITTEE
OF THE LEGAL SERVICES CORPORATION**

I. Purpose

The purpose of the Committee shall be to assist the Board in overseeing the promulgation and implementation of policies regarding corporate governance.

II. Membership

The Chairman of the Board (“Chairman”) shall appoint at least three Directors other than the Chairman to serve on the Committee. The Chairman, who shall serve as an *ex officio* voting member of the Committee and count towards a quorum, shall appoint the Chair of the Committee from among these Directors. Three Committee members will be required in order to constitute a quorum. No member of the Committee may be an officer or employee of the Corporation.

III. Meetings

The Committee:

- (1) shall meet at least four times per calendar year, but may meet more frequently at the call of the Chairman or any two members of the Committee; and
- (2) may adopt procedural rules that are not inconsistent with this Charter, the Corporation’s Bylaws, or the laws to which the Corporation is subject.

IV. Resources

All offices, divisions and other components of the Corporation, including the Office of Inspector General, shall cooperate with all requests made by the Committee for information and support. The Committee shall be given the resources necessary to carry out its responsibilities.

V. Authority

The Committee:

- (1) shall have unrestricted access to the Corporation’s books, records, facilities, personnel, and consultants;
- (2) is authorized to carry out the duties and responsibilities described in this Charter, as well as any other activities reasonably related to the Committee’s purposes or as may be directed by the Board from time to time;

- (3) may delegate authority to one or more designated members of the Committee;
- (4) may rely on the expertise and knowledge of such consultants and experts that the Board approves for carrying out its oversight responsibilities; and
- (5) may require any officer, employee, or hired consultant of the Corporation to attend Committee meetings or meet with any member(s) or advisor(s) to the Committee.

VI. Duties and Responsibilities

GOVERNANCE

Subject to review and approval by the Board, the Committee:

- (1) shall establish and oversee the implementation of and compliance with the Corporation's governance documents (such as the Corporation's Bylaws), governance guidelines and principles and governance practices;
- (2) shall oversee the Corporation's compliance with the public meeting requirements under the LSC Act and regulations;
- (3) shall implement orientation and training programs for Directors;
- (4) shall implement routine conflict of interest checks for Directors;
- (5) shall lead annual reviews of the role and performance of the Board, its members and its Committees, and report the results of such reviews to the Board for its consideration; and
- (6) shall periodically assess governance policies and practices and report the results to the Board along with recommendations for changes, if any.

PRESIDENT, INSPECTOR GENERAL, AND OFFICERS OF THE CORPORATION

Subject to review and approval by the Board, the Committee shall annually review, and report to the Board on the performance and compensation of the President, the Inspector General, and those officers of the Corporation so designated under Article VI of the Bylaws of the Corporation. Review of individuals other than the President and Inspector General shall be conducted with the advice of the President.

COMPENSATION PLAN

The Committee shall annually review LSC's compensation plan and the compensation of the officers of the Corporation.