

SEARS HOLDINGS CORPORATION

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Corporate Governance

Nominating and Corporate Governance Committee Charter

Charter of the Nominating and Corporate Governance Committee of the Board of Directors of Sears Holdings Corporation

Purpose

The Nominating and Corporate Governance Committee of the Board of Directors (the "Board") of Sears Holdings Corporation (the "Company") is appointed by the Board (1) to assist the Board by identifying individuals qualified to become Board members, and to recommend to the Board the director nominees for the next annual meeting of shareholders; (2) to recommend to the Board the Corporate Governance Guidelines applicable to the Company; (3) to lead the Board in its annual review of the Board's performance; (4) to take a leadership role in shaping the corporate governance of the Company; and (5) to recommend to the Board director nominees for each committee.

Committee Membership

The Nominating and Corporate Governance Committee shall consist of no fewer than three members. The members of the Nominating and Corporate Governance Committee shall satisfy the independence requirements of the NASDAQ Stock Market with respect to nominating committees.

The members of the Nominating and Corporate Governance Committee shall be appointed and replaced by the Board. One member of the Nominating and Corporate Governance Committee shall be appointed as its Chairman by the Board.

Meetings

The Nominating and Corporate Governance Committee shall meet as often as necessary to carry out its responsibilities. The Chairman of the Nominating and Corporate Governance Committee shall preside at each meeting. In the event the Chairman is not present at the meeting, the Nominating and Corporate Governance Committee members present at that meeting shall designate one of its members as the acting chair of such meeting.

Committee Authority and Responsibilities

Corporate Governance

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[Senior Management Team](#)
[Corporate Governance Guidelines](#)
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[Audit Committee Charter](#)
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1. The Nominating and Corporate Governance Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm's fees and other retention terms. The Nominating and Corporate Governance Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.
2. The Nominating and Corporate Governance Committee shall actively seek individuals qualified to become board members for recommendation to the Board.
3. The Nominating and Corporate Governance Committee shall annually review and make recommendations to the Board with respect to the compensation and benefits of directors, including under any incentive compensation plans and equity-based compensation plans.
4. The Nominating and Corporate Governance Committee shall receive comments from all directors and report annually to the Board with an assessment of the Board's performance, to be discussed with the full Board following the end of each fiscal year.
5. The Nominating and Corporate Governance Committee shall initially create and recommend for adoption by the Board corporate governance guidelines for the Company and, on an annual basis thereafter, review and reassess the adequacy of these guidelines and recommend any proposed changes to the Board for approval.
6. The Nominating and Corporate Governance Committee shall annually review the succession planning recommendations for the Company's senior executive officers, including but not limited to the Chief Executive Officer and will do so in concert with the Compensation Committee and the Chairman of the Board of Directors.
7. The Nominating and Corporate Governance Committee may form and delegate authority to subcommittees when appropriate.
8. The Nominating and Corporate Governance Committee shall make regular reports to the Board.
9. The Nominating and Corporate Governance Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Nominating and Corporate Governance Committee shall annually review its own performance.