

**CHEVRON CORPORATION  
BOARD NOMINATING AND GOVERNANCE COMMITTEE  
CHARTER**

**PURPOSE**

The purpose of the Board Nominating and Governance Committee (the “Committee”) of the Board of Directors of Chevron Corporation (the “Corporation”) is:

1. To assist the Board of Directors in defining and assessing qualifications for Board of Director membership and identify qualified individuals;
2. To assist the Board of Directors in organizing itself to discharge its duties and responsibilities properly and effectively;
3. To assist the Board of Directors in ensuring proper attention and effective response to stockholder concerns regarding corporate governance;
4. To assist the Board of Directors in fulfilling its oversight responsibility for the Corporation’s broad enterprise risk management program by periodically assessing and responding as appropriate to risks that may arise in connection with the Corporation’s governance structures and processes; and
5. To perform such other duties and responsibilities enumerated in and consistent with this Charter.

**MEMBERSHIP AND PROCEDURES**

**Membership and Appointment**

The Committee shall comprise such number of members of the Board of Directors, as shall be determined from time to time by the Board of Directors based on recommendations from the Committee, if any.

The members of the Committee shall be appointed by the Board of Directors upon the recommendation of the Committee.

**Removal**

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 of Directors. Any Committee member may resign effective upon giving oral or written notice to the Chairman of the Board of Directors, the Corporate Secretary or the Board of Directors (unless the notice specifies a later time for the effectiveness of such resignation). If the resignation of a Committee member is effective at a future time, the Board of Directors may elect a successor to take office when the resignation becomes effective.

## **Chairperson**

A chairperson of the Committee (the “Chairperson”) may be designated by the Board of Directors based upon recommendations by the Committee, if any. In the absence of such designation, the members of the Committee may designate the Chairperson by majority vote of the full Committee membership. The Chairperson shall determine the agenda, the frequency and the length of meetings and shall have unlimited access to management and information. Such Chairperson shall establish such other rules as may from time to time be necessary and proper for the conduct of the business of the Committee. The Chairperson shall preside over any executive sessions of non-management Directors.

## **Secretary**

The Committee may appoint a Secretary whose duties and responsibilities shall be to keep full and complete records of the proceedings of the Committee for the purposes of reporting Committee activities to the Board of Directors and to perform all other duties as may from time to time be assigned to him or her by the Committee, or otherwise at the direction of a Committee member. The Secretary need not be a Director.

## **Independence**

Each member shall meet the objective test of “independence” which has been established by the Board of Directors or in the absence of such test, the Board of Directors shall make an individual determination that such Director 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.

## **Delegation**

The Committee may, by resolution passed by a majority of the Committee, designate one or more subcommittees, each subcommittee to consist of one or more members of the Committee. Any such subcommittee to the extent provided in the resolutions of the Committee and to the extent not limited by applicable law or listing standard, shall have and may exercise all the powers and authority of the Committee. Each subcommittee shall have such name as may be determined from time to time by resolution adopted by the Committee. Each subcommittee shall keep regular minutes of its meetings and report the same to the Committee or the Board of Directors when required.

## **Authority to Retain Advisers**

In the course of its duties, the Committee shall have sole authority, at the Corporation’s expense, to retain and terminate consultants or search firms, as the Committee deems advisable, including the sole authority to approve the consultant or search firm’s fees and other retention terms.

## **Evaluation**

The Committee shall undertake an annual evaluation assessing its performance with respect to its purposes and its duties and tasks set forth in this Charter, which evaluation shall be reported to the Board of Directors. In addition, the Committee shall lead the Board of Directors in an annual self-evaluation process, including a review of the self-evaluation process of each Board committee, and report its conclusions and any further recommendations to the Board of Directors.

## **DUTIES AND RESPONSIBILITIES**

The following shall be the common recurring duties and responsibilities of the Committee in carrying out its oversight functions. 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 or listing standard.

1. Board of Directors and Board Committee Composition
  - a) Annually, the Committee shall assess the size and composition of the Board of Directors in light of the operating requirements of the Corporation and existing social attitudes and trends.
  - b) The Committee shall develop membership qualifications for the Board of Directors and all Board committees, including defining specific criteria for Director independence and committee membership.
  - c) The Committee shall monitor compliance with Board of Director and Board committee membership criteria.
  - d) Annually, the Committee shall review and recommend Directors for continued service as required based on evolving needs of the Corporation and existing social attitudes and trends.
  - e) The Committee shall coordinate and assist management and the Board of Directors in recruiting new members to the Board of Directors.
  - f) The Committee shall investigate suggestions for candidates for membership on the Board of Directors and shall recommend prospective Directors, as required, to provide an appropriate balance of knowledge, experience and capability on the Board of Directors, including stockholder nominations for the Board of Directors.
2. The Committee shall evaluate and make recommendations regarding Director compensation levels.
3. The Committee shall identify best practices and develop and recommend corporate governance principles applicable to the Corporation.
4. The Committee shall review proposed changes to the Corporation's charter or by-laws, or Board committee charters, and make recommendations to the Board of Directors.

5. The Committee shall assess periodically and recommend Board of Directors' action with respect to stockholder rights plans or other stockholder protections.
6. The Committee shall evaluate, in conjunction with the Management Compensation Committee, the chief executive officer's performance.
7. The Committee shall recommend Board committee assignments and appointment of corporate officers to the Board of Directors.
8. The Committee shall review and approve any employee Director standing for election for outside for-profit boards of directors.
9. The Committee shall review governance-related stockholder proposals and recommend Board of Director response.
10. The Committee shall adopt and maintain guidelines for the review, approval or ratification, and disclosure of "related person transactions" as defined by Securities and Exchange Commission rules.
11. The Committee shall assist the Board of Directors in fulfilling its oversight responsibility for the Corporation's broad enterprise risk management program by periodically assessing and responding as appropriate to risks that may arise in connection with the Corporation's governance structures and processes, including, among other things, assessing, annually, the Corporation's governance structures and processes and receiving, periodically, reports from the Corporate Secretary and Chief Governance Officer and other persons concerning governance developments and trends.
12. The Chairperson of the Committee shall receive interested-party communications directed to non-management Directors.

#### **AMENDMENT**

This Charter and any provision contained herein may be amended or repealed by the Board of Directors.

APPROVED: Board of Directors  
DATE: December 7, 2011