



# NORTHWEST NATURAL HOLDING COMPANY

## Governance Committee

### Purpose

The Governance Committee (Committee) of Northwest Natural Holding Company (NW Holdings) shall (i) serve as the nominating committee of the NW Holdings Board of Directors, (ii) make recommendations to the NW Holdings Board of Directors on Board and Board committee composition and structure, including recommendations on Board committee and chairmanship assignments, (iii) develop and recommend to the NW Holdings Board of Directors policies, procedures and principles establishing the highest ethical standards and practices for governing the structure, operation and processes of NW Holdings Board of Directors and its committees, and (iv) conduct periodic Board self-assessments, peer reviews of individual directors and evaluations of committee effectiveness.

During intervals between Board meetings, the Committee shall have and may exercise all of the authority of the NW Holdings Board of Directors in the management of NW Holdings, except with respect to matters upon which, by law, the Restated Articles of Incorporation or the Bylaws, only the Board of Directors may act.

### Membership and Organization

The Committee shall be comprised of three or more directors, each of whom shall be independent directors in accordance with applicable law, the listing standards of the New York Stock Exchange and NW Holdings' Director Independence Standards, and who shall also be Directors of NW Holdings' wholly-owned subsidiary, Northwest Natural Gas Company (NW Natural). The NW Holdings Board of Directors shall appoint and remove members of the Committee, provided, however, that the Chairman of the Board shall be a member of the Committee. Notwithstanding the foregoing, the Chairman of the Board may, in his or her sole discretion, designate in his or her place, the Vice-Chairman of the Board as a member of the Committee. The Board of Directors shall designate one member of the Committee as Chair.

The Committee will meet at least three times annually and on an as needed basis as determined by the Committee Chair or by a majority of the Committee members.

### Responsibilities of the Committee

#### Board Composition and Evaluation

The Committee is responsible for considering and making recommendations to the Board concerning the appropriate size, function and needs of the Board. This responsibility includes:

- establishing the criteria for Board membership, as reflected in the Director Selection Criteria;
- considering, recommending and recruiting candidates to fill new positions on the Board;
- conducting the appropriate and necessary inquiries into the backgrounds and qualifications of possible candidates;
- engaging, retaining and terminating any third party firm used to identify director candidates, including approving the search firm's fees and other retention terms;
- submitting to the Board on or before the date of the regular February Board meeting the Committee's recommended slate of directors for submission to the shareholders at the Company's annual meeting;
- conducting peer reviews of directors at least every two years;
- annually assessing the independence of each director in accordance with the Director Independence Standards adopted by the Board and in consultation with the Audit Committee, identifying one or more "financial expert(s)," as defined by the Securities and Exchange Commission, to serve on the Audit Committee;
- recommending to the Board the annual appointment of candidates for or, if necessary, the removal of candidates from, membership on Board committees and the chairs of such committees;
- reviewing and making recommendations to the Board regarding the retention or replacement of any director whose position of employment materially changes during his or her term;
- recommending to the Board actions with respect to implementing the resignation and retirement policies of the Board;
- conducting an annual self-evaluation of the performance of the Committee;
- overseeing the annual self-assessments and evaluations of the Board and its committees;
- recommending to the Board of NW Holdings, the manner in which NW Holdings shall vote as a shareholder with respect to directors of each of NW Holdings subsidiaries, including but not limited to NW Natural.

## Board Governance

The Committee shall also:

- consider matters of corporate governance and review annually the NW Holdings' Corporate Governance Standards and suggest improvements in the processes of governance to the Board;
- make recommendations on the structure and operations of Board meetings;
- establish committee member qualifications and policies with respect to committee structure and operations, including the authority to delegate to subcommittees, and reporting to the Board;
- consider questions of possible conflicts of interest of Board members and senior executives;
- In consultation with the Organization and Executive Compensation Committee, consider and recommend to the Board of Directors the election and responsibilities of the Chief Executive Officer (CEO); and
- recommend matters for consideration by the Board.

The Committee shall also undertake such additional activities within the scope of its primary responsibilities as the Committee or the Board of Directors may from time to time determine.

## Responsibilities of the Committee Chair

The Committee Chair shall:

- chair meetings of the Committee;
- consult with the Chairman of the Board and the CEO on Board organization matters, including the selection of committee members and committee chairs;
- consult with the Chairman of the Board and the CEO in setting agendas for Committee meetings;
- coordinate the annual evaluation of the Board's performance and the contributions of directors to the Board; and
- act as a resource to consult with directors at their request on issues of Board processes or governance.

**Reporting**

The Committee shall prepare and, through its Chair, submit periodic reports of the Committee's work and findings to the NW Holdings Board. Such reports may contain recommendations for Board action when appropriate.

**Independent Advisors**

The Committee shall have the sole authority to select, retain and terminate any search firm or other advisor reasonably necessary to assist in fulfilling its responsibilities, including the sole authority to approve such advisor's fees and retention terms.

**Effective Dates**

Approved by the NW Holdings Board of Directors on October 1, 2018.

Amended July 25, 2019.