



## ONE GAS, INC.

### CORPORATE GOVERNANCE COMMITTEE CHARTER

#### *Purpose*

The purpose of the Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of ONE Gas, Inc. (the “Company”) is to provide advice and counsel to management regarding, and oversight of, the Company’s governance, including the selection of directors and the Board’s practices and effectiveness in order to:

- Ensure an appropriate structure for management development and succession;
- Implement an effective process for director selection and tenure by making recommendations with respect to the Board’s organization and practices;
- Identify and recruit individuals qualified to become directors, and recommend to the Board director nominees for the next annual meeting of shareholders; and
- Review issues of corporate governance and develop and recommend to the Board corporate governance principles applicable to the Company.

#### *Membership*

The Committee shall be comprised of three or more members, each of whom must qualify as independent (“Independent Directors”) under the listing standards of the New York Stock Exchange, the applicable rules and regulations of the Securities and Exchange Commission, and applicable federal and state statutory provisions in effect from time to time.

The members of the Committee shall annually propose to the Board a slate of nominees for membership on the Committee. Members of the Committee shall be appointed annually to one-year terms by the Board. The Committee shall recommend, and the Board shall designate, one member of the Committee as Chair and one member of the Committee as Vice Chair. Committee members shall serve until their resignation, retirement, removal by the Board or until their successors shall be qualified and appointed. No member of the Committee shall be removed except by majority vote of the Independent Directors.

#### *Meetings and Procedures*

- The Committee shall fix its own rules and procedures, which shall be consistent with the Bylaws of the Company and this Charter.

- The Committee shall meet a minimum of two times annually and more frequently as circumstances require.
- The Chair of the Committee will approve the agendas for Committee meetings.
- The Chair of the Committee or a majority of the members of the Committee may call a special meeting of the Committee.
- A majority of the members of the Committee shall constitute a quorum.
- The vote of a majority of the members of the Committee present at a meeting at which a quorum is present shall be the action of the Committee.
- The Committee shall have the authority to delegate duties to such standing committees of the Board as it deems necessary or appropriate. The Committee may form subcommittees for any purpose the Committee deems appropriate (including director search and succession planning) and may delegate to such subcommittees such duties, power and authority as the Committee deems necessary or appropriate. No subcommittee shall consist of fewer than two members, and the Committee shall not delegate to a subcommittee any power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole.
- The Committee may request that any director, officer, employee or consultant of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such assistance and information as the Committee requests.
- The Committee shall have the sole authority to retain and terminate, and approve the fees and other retention terms of, search, legal, financial and other consultants and advisors as it deems necessary or appropriate to carry out its duties and responsibilities.
- Following each of its meetings, the Committee shall deliver a report to the Board, including a description of all actions taken and recommendations made by the Committee at the meeting, for review and consideration by the Board and subject to such further action by the Board as the Board deems necessary or appropriate.
- The Committee shall keep written minutes of its meetings, which minutes shall be maintained with the books and records of the Company.

### ***Responsibilities and Duties***

The primary responsibilities of the Committee include, but are not limited to, the following:

- In consultation with the Chairman of the Board and the Chief Executive Officer, search for, recruit, screen, interview and recommend to the Board candidates for new directors as necessary to fill vacancies or the additional needs of the Board, and consider management's and shareholders' recommendations for director candidates.
- Recommend to the Board nominees for election as directors.
- Evaluate the qualifications and performance of incumbent directors and determine whether to recommend them for re-election to the Board.
- Establish and periodically reevaluate criteria for Board membership and selection of new directors, including independence standards required by the New York Stock Exchange, the Securities and Exchange Commission and applicable law. Determine as necessary the portfolio of skills, experience, diversity, perspective and background required for the effective functioning of the Board considering the Company's strategy and its regulatory, geographic and market environments.
- Monitor non-Board services provided by directors to the Company and its subsidiaries.
- Recommend to the Board removal of a director where appropriate.
- Evaluate at least annually (a) the quality, sufficiency and currency of information furnished by management to the directors in connection with Board and committee meetings and other activities of the directors, (b) the Board's performance and effectiveness, (c) the composition, organization (including its committee structure, membership and leadership) and practices of the Board, (d) tenure and other policies related to the directors' service on the Board, and (e) corporate governance matters generally, and recommend action to the Board where appropriate.
- Develop, annually review, and recommend to the Board a set of corporate governance principles applicable to the Company.
- Approve and recommend approval to the Board the details of the Annual Meeting of Shareholders including date, time, location, record date, agenda, appointment of proxies and director nominees for election.
- Monitor the orientation and training needs of directors, including formal director education programs, and recommend action to the Board, individual directors, and management where appropriate.
- Annual review of the charitable contributions programs of the Company and ONE Gas Foundation, Inc., including review of major multi-year charitable commitments.

- Annual review of the Company's compliance and ethics program.
- Annual review of all flight information of Company-owned aircraft and the flight information where more than one senior officer travels together on Company-owned aircraft.
- Subject to Oklahoma corporate law and the rules and regulations of the Securities and Exchange Commission and of the New York Stock Exchange, review and approve the Company's policies on and responses to important shareholder issues and proposals, and recommend to the Board the placement of shareholder proposals, and the Board's response thereto, in the Company's proxy statement.
- Subject to Oklahoma corporate law, review and approve prior to publication, the Company's proxy statement and form of proxy, subject to concurrent review by the applicable Committees of the Board of the compensation and audit sections thereof.
- Review and approve, prior to acceptance, the Chief Executive Officer's service on any other public company Board.
- Review the Company's legislative affairs activities and political action committees.
- Assess each situation when a director either retires or changes his/her current position and, based on the individual circumstances, make a recommendation to the Board regarding resignation from the Board.
- Annually review the composition of each standing committee of the Board, and nominate the members of the committees, taking into account their particular experience and knowledge of the Company and the preferences of individual directors. Monitor the approved plan for succession/rotation of committee chairs and vice chairs.
- The Committee Chair will ensure the Board's process for selecting and evaluating both the Chairman of the Board and the Chief Executive Officer. Also, in conjunction with the Chairman of the Board and the Executive Compensation Committee, the Committee is responsible for evaluating the performance of the Chief Executive Officer, for developing the Chief Executive Officer's mission and objectives, and for overseeing succession planning for other senior executives, officers, and key employees.
- At least annually, review compliance with applicable standards of independence for members of the Board and standing committees of the Board.
- Periodically review as necessary the risks potentially posed by the Company's corporate governance guidelines and policies.
- Ensure that the charters for the standing committees of the Board are reviewed at least annually.
- Review the Company's disclosure of related-party transactions, if any;

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- Perform other functions within the scope of the foregoing, which the Committee deems appropriate to undertake from time to time.
- Conduct an evaluation of the Committee's performance and charter at least annually, and recommend to the Board such Committee charter changes as the Committee deems appropriate.

Adopted: December 13, 2013, by written consent  
Amended: November 17, 2015  
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